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EPC Contractor

REC ULUSLARARASI

PROJECT

NORTHERN MARMARA HIGHWAY SECTION 8 PPP PROJECT

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Supply Chain Management Plan

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Acronyms and Abbreviations

BOT	Build, Operate and Transfer
CLO	Community Liaison Officer
E&S	Environmental and Social
EBRD	European Bank for Reconstruction and Development
EPC	Engineering, Procurement and Construction
ESIA	Environmental and Social Impact Assessment
ESMS	Environmental and Social Management System
ESMMP	Environmental and Social Management and Monitoring Plan
GBVH	Gender Based Violence and Harassment
GHG	Greenhouse gasses
GIIP	Good International Industry Practice
HSE	Health, Safety and Environment
HSES	Health, Safety, Environmental and Social
IFC	International Finance Corporation
ILO	International Labor Organization
KGM	Turkish Ministry of Transport, General Directorate for Highways
KPI	Key Performance Indicator
LMP	Labour Management Plan
NGO	Non-Governmental Organization
NMM	North Marmara Highway Section 8 PPP Project
OHS	Occupational, Health and Safety
REC	REC International
RES	Ronesans Integrated Purchasing Portal
SCMP	Supply Chain Management Plan
SPV	Special Purpose Vehicle (Nakkaş Otoyol A.Ş.)

1. PURPOSE

The purpose of this Supply Chain Management Plan (SCMP) is to establish the roles, responsibilities and process for the evaluation and management of suppliers to the REC International (REC) for the Northern Marmara Highway Section 8 PPP Project (NMM Project), in order to comply with the applicable Environmental and Social (E&S) standards of the project.

REC aims to procure goods and services from local suppliers where possible, in order to ensure the economic benefits of the Project are shared to the maximum extent locally. However, if local businesses are unable to satisfy the Project`s quality standards and procurement requirements REC reserves the right to purchase from alternative sources including, in order of priority, regional, national and ultimately international suppliers, if required.

2. SCOPE

This Plan evaluates and manages REC supplier compliance with the applicable E&S standards within the Project. This Plan is applicable to the NMM Project and as such it is part of, and subservient to Ronesans Holding`s (Parent Company of REC) procedures.

- Supplier – company providing goods and services related to the NNM Project (suppliers of equipment and materials, services and activities which do not include construction works – catering, cleaning, etc.)

The selection, management and monitoring of sub-contractors shall be carried out through a sub-contractor management plan (referred to in the table below).

3. LINKS TO OTHER PLANS, PROCEDURES AND POLICIES

This Plan is supported by other plans, procedures and policies as part of the Project-specific Environmental and Social Management System (ESMS). Those of relevance to this Plan are as follows:

Name	Document Reference
Responsible Sourcing Policy	As part of this SCMP (Appendix 1)
Health and Safety Plan	REC-İSG-KMO-PL-01
Subcontractor Management Plan	REC-İSG-ÇYS-KMO-PL-06
HSE Monitoring, Verification and Evaluation Procedure	REC-İSG-ÇYS-KMO-PR-08
Labour Management Plan	REC-İK-KMO-PL-01
Gender Action Plan	REC-İK-KMO-PL-02
Camp Management Plan	REC-İSG-ÇYS-KMO-PL-02
Environmental and Social Management and Monitoring Plan (ESMP)	ESMMP
Human Rights Policy	REC-İK-KMO-POL-03
Gender-Based Violence Harassment Policy	REC-İK-KMO-POL-02
Zero Tolerance Policy	REC-İSG-KMO-POL-02

4. INTERNATIONAL STANDARDS

The International standards for supply chain evaluation and management are derived from:

- International Finance Corporation (IFC) (the private sector arm of the World Bank Group), which has published environmental and social sustainability performance standards;
  - IFC Performance Standards (January 2012);
  - IFC Environmental, Health, and Safety (EHS) General Guidelines;
  - IFC Environmental, Health, and Safety Guidelines for Toll Roads;
  - IFC Stakeholder Engagement Handbook;
  - Good Practice Note: Managing Subcontractors' Environmental and Social Performance, IFC 2017;
  - Addressing Gender-Based Violence and Harassment: Emerging Good Practice for the Private Sector, IFC;
  - Good Practice Note: Managing Risks Associated with Modern Slavery, IFC
- European Bank for Reconstruction and Development (EBRD) Environmental and Social Policy (2019) and associated Performance Requirements;
- EBRD's Sub-sectoral E&S guidelines: Building and Construction Activities;
- International Labor Organization (ILO), a United Nations organization which has developed numerous conventions that outline fundamental rights at work and provide internationally recognized guidance on standards for labor and working conditions. Türkiye had ratified all ten Fundamental ILO Conventions:
  - ✓ C029 Forced Labor Convention, 1930
  - ✓ C087 Freedom of Association and Protection of the Right to Organize Convention, 1948
  - ✓ C098 Right to Organize and Collective Bargaining Convention, 1949
  - ✓ C100 Equal Remuneration Convention, 1951
  - ✓ C105 Abolition of Forced Labor Convention, 1957
  - ✓ C111 Discrimination (Employment and Occupation) Convention, 1958
  - ✓ C138 Minimum Age Convention, 1973
  - ✓ C155 Occupational Safety and Health Convention, 1981
  - ✓ C182 Worst Forms of Child Labor Convention, 1999
  - ✓ C187 Promotional Framework for Occupational Safety and Health Convention, 2006

5. ROLES AND RESPONSIBILITIES

The key roles in the procurement process are shared between Ronesans Holding and the Engineering, Procurement and Construction (EPC[1])– specifically the Technical Department and the E&S Department. The Special purpose Vehicle (SPV[2]) will have the main role in monitoring of E&S performance of all project participants during implementation of works and services (in addition to their other roles not related to supplier.

Some of the key measures to be implemented and monitored by NMM are:

- Setting a procurement policy,
- Providing priority to local companies in procurements,
- Specifying which goods and services (food, shuttle service etc.) will be locally procured,
- Informing suppliers, their representatives and key stakeholders in the district on procurements opportunities,
- Supporting local companies to meet the standards necessary to be considered for the supply chain of the Project.

The following responsibilities and requirements are applicable to all suppliers. These requirements will be defined in the tender documents and in specific contract clauses.

- Comply with REC policies and contract requirements.
- Suppliers shall comply with national laws and international standards on Environment, Health, Safety and Working Conditions and employees' rights.
- Suppliers shall provide their workers agreements with clear and understandable terms about their rights related to hours of work, wages, annual leave, conditions of work and other benefits.
- Suppliers shall adopt the REC Policy on human rights, in particular committing to creating and maintaining an environment in which GBVH has no place, and in which child or forced labour will not be tolerated by its business partners and management.
- Cooperate with REC for the conduct of due diligence assessments on higher risk suppliers to evaluate the supplier's capacity, capability, systems and performance in managing its environmental and health and safety risks, its emergency preparedness and response, that it provides fair and decent working conditions and that GBVH, child and forced labour are demonstrably prohibited.
- Complete Supplier Assessment Questionnaire (included in Appendix 2 of this SCMP) at tender stage.
- Provide documentation to support statements included in Supplier Assessment Questionnaire, including policies and procedures and statistic data.
- Develop corrective plans in collaboration with REC if evidence of non-compliance with provisions of this SCMP are presented after contract award.

[1] REC is appointed as Engineering, Procurement and Construction Subcontractor.

[2] Nakkaş Otoyol Yatırım ve İşletme A.Ş. (Nakkaş Otoyol A.Ş) - a Special Purpose Vehicle (SPV) under a Build, Operate and Transfer (BOT) contract signed with Turkish Ministry of Transport, General Directorate for Highways (KGM) in 2020 - is responsible for the construction and operation of the Project.

General organization chart of Project Management related implementation of the ESMS is provided in the ESMP document. The table below outlines the roles and responsibilities for the implementation, monitoring, reporting on and review of this plan.

Entity	Position	Roles & Responsibilities	
		Procurement Stage	**Delivery / Implementation Stage**
Ronesans Holding	Procurement Department	Key responsible department for the introduction and implementation of the SCMP, assisted by the Technical Department and E&S Department of EPC. Identifies and selects the companies that could comply with the specifications included in the tender documents (technical and E&S specifications developed by EPC, as per below) – in order to ensure a favourable offer, at least 3 companies have to be approached for proposals[3]. Manages the Ronesans procurement software RES[4].	Collate feedback on performance of suppliers from EPC teams. Manage supplier evaluation database.

[3] REC aims to procure goods and services from local suppliers where possible, in order to ensure the economic benefits of the Project are shared to the maximum extent locally. Community Liaison Officer (CLO) can be engaged to support Procurement department in identifying suitable local suppliers

[4] RES Software is used to track procurement – for each procurement process it records the information related to the specific process, ensures tracking of the status of procurement, including requests and approvals, and allows specific criteria for evaluation to be included

Entity	Position	Roles & Responsibilities	
		Procurement Stage	**Delivery / Implementation Stage**
		Performs initial Supplier assessment using the Supplier Assessment Framework (see Appendix 2). Manages coordination with EPC Construction Manager and E&S Manager to ensure the assessments of suppliers are performed at tender stage.	
SPV	HSE Manager	-	Responsible for reporting to Lenders on implementation of E&S requirements of the project. Collating feedback on supplier performance and reporting.
EPC	Technical Department (represented by Construction Manager)	Identifies the need to engage suppliers and notifies Procurement Department at Ronesans Holding. Develops technical specifications / criteria to be included in the tender documentation. Evaluates proposals against technical specifications.	Assess the performance of suppliers and provide feedback to Procurement Department and SPV HSE Manager.
EPC	E&S Department (represented by E&S Manager)	Develops E&S and H&S specifications / criteria to be included in the	Assess the performance of suppliers and provide feedback to Procurement

Entity	Position	Roles & Responsibilities	
		Procurement Stage	**Delivery / Implementation Stage**
	H&S Department (represented by H&S Manager)	tender documentation including, but not limited to: 1 No use of child labour or any kind of forced labour; 2 Provision of a safe working environment for its employees; 3 Compliance with national legislation on environmental and social issues; and 4 Existence of a system in place to avoid workplace discrimination. Evaluates proposals against E&S specifications. Performs detailed Supplier Assessment using the Supplier Assessment Framework (see Appendix 2).	Department and SPV HSE Manager.
EPC	Community Liaison Officer (CLO)	Will invite and collate requests from local suppliers for the provision of local goods and services, and formally convey them to the Procurement Department.	Collating grievances on supplier performance (external grievances – from host communities; internal grievances – workers on site) Facilitate resolution of grievances. Reporting to SPV HSE Manager.

6. SUPPLIER IDENTIFICATION, SELECTION AND EVALUATION

6.1. Identification

The Ronesans Holding's Procurement Department is responsible for identifying the potential suppliers based on the technical requirements, as identified by the EPC Technical Department.

Identification of potential suppliers relies on the existing data base of suppliers, market research and recommendations by partners on the Project subcontractors or Lenders.

Certain aspects are considered during supplier identification.

Geographic

REC aims to procure goods and services from local suppliers where possible, However, if local businesses are unable to satisfy the Project`s quality standards and procurement requirements REC reserves the right to purchase from alternative sources including, in order of priority, regional, national and ultimately international suppliers, if required.

The Procurement Department has developed and is continually updating the database of potential suppliers on a local, regional, national and international level.

Particular attention is given to high risk countries and sectors where forced labour and child labour is known to occur. Suppliers from certain geographies can be permanently or conditionally excluded from Project related tenders.

Reputational

Procurement Department continuously collects feedback on the performance of previously used suppliers (refers to commercial or technical parameters – adhering to quality standards and agreed timeframes; as well as environmental, social and health and safety performance). This data is collected from the EPC Technical Department and E&S Department.

Media search is also conducted for new suppliers and periodically for established suppliers to check against allegations of poor performance in any aspect of work, including the following:

- Existence of trade sanctions or other legal restrictions - Review of international trade sanctions over life of business/operation;
- Allegations of financial misconduct or irregularities;
- Allegations of human rights abuses or poor working conditions - Review of media & Non-Governmental Organizations (NGO) reports;
- Political allegiances or connections – Review of donations, membership of board or senior management of political parties, familial connections to politicians, public support statements, advertising etc.;
- Criminal negligence claims or convictions - Review of public records and media reports of legal cases; and
- Sponsorships of organizations or events that undermine company values.

6.2. Tendering and Evaluation

At the tendering stage, REC will ensure that potential suppliers receive a copy of the REC ESMMP along with relevant REC Plans and Policies for human rights, health and safety, child and forced labour, gender-based violence and harassment (GBVH) and monitoring along with the minimum requirements for compliance with the ESMMP and this SCMP.

All suppliers will be requested to comply with the Responsible Sourcing Policy (Appendix 1) which will be used as part of the evaluation.

During the process of evaluation of suppliers at the tender phase, REC will carry out an initial compliance assessment of suppliers and the supply chain in which they are located by means of a Supplier Assessment Questionnaire (included in Appendix 2). This will include an online media search & desktop review to assess E&S reputational issues to identify any major issues of concern e.g. legal proceedings, fines by state authorities, incidents of strikes, negative media etc.

An evaluation tool (Appendix 3) is used to generate a general risk categorization which based on the qualitative assessment of the level of risk for each parameter outlined within the tool. Once all parameters are assessed a general risk classification is calculated based on the individual risk levels. There is no grading of parameters applied.

Based on the Supplier Assessment Questionnaire and using the evaluation tool results, a risk assessment will be conducted to consider potential non-compliances with RECs ESMMP and this SCMP and classify potential suppliers according to one of three categories. The risk assessment is led by the Procurement Department supported by the EPC E&S Department.

The final risk assessment is defined within the following boundaries.

Risk Score	Risk band	Description
1	Low	Acceptable; the risk is low, and no additional measures are required. Continue to monitor to ensure that E&S risks do not escalate to a higher level.
2	Medium	Partially acceptable; the risk may be acceptable to continue engagement, but mitigation measures should be considered. Further analysis or verification should be performed to give a better estimate of the risk.
3	High	Not acceptable. The project will not purchase goods and services from high risk suppliers.

6.3. Supplier Categorization and Mapping

All existing suppliers will be classified according to one of the following categories, by taking into account the criteria indicated.

No	Category of suppliers	Definition and criteria
1	Primary suppliers (Tier 1)	Primary suppliers are those suppliers who, on an ongoing basis, directly provide goods or materials essential for the core operational functions of the project. Core operational functions of the project are those production and/or service processes which are essential for a specific project activity and without which the project cannot continue.

2	Secondary suppliers (Tier 2)	Suppliers whose goods and services to the projects are not related to the core functions of the project and are not of a continuous nature.

In addition to the categorisation according to the above criteria, a further classification of suppliers will be made based on proximity to the final product/service, as below:

Tier-1: Direct supplier of final product/service to the project;

Tier-2: Supplier to the Tier-1 suppliers; and

Other Tiers: Supplier of raw materials or intermediate products to Tier-2 suppliers.

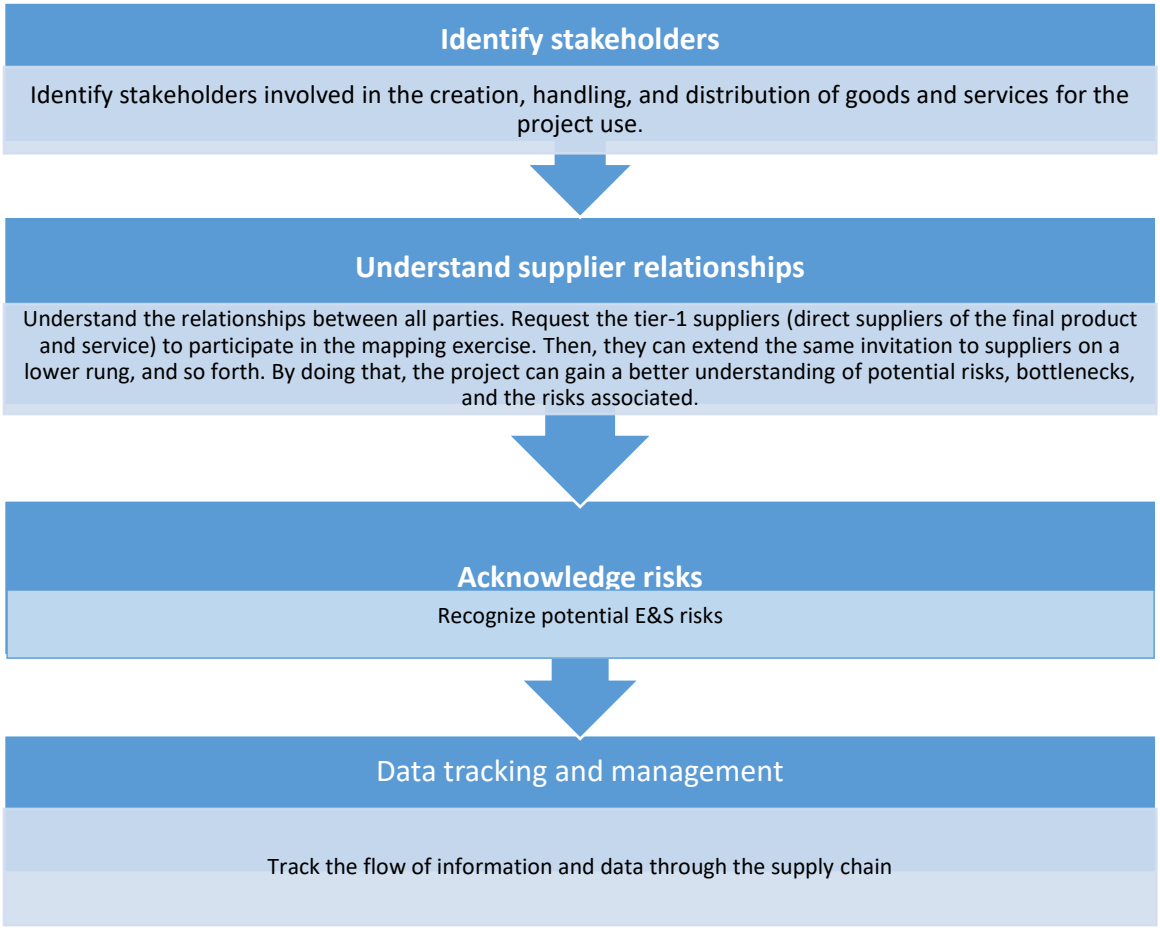
Afterwards, a supply chain mapping exercise will be conducted for all suppliers. However, EPC will focus on its primary suppliers[5] and will request its primary suppliers to ensure compliance with applicable project standards in their supply chain.

Where risks are reported with secondary suppliers (and/or in the supply chain of Tier 1 suppliers), EPC will take prompt and appropriate action to assess, as well as address them in line with international best practises within a timeframe agreed with lenders.

Supply chain mapping will gather information from companies, suppliers and people involved in a company's supply chain to create a global map of the supply network. For instance, a map of all used shipments and the precise source of all materials will be shown.

REC's supply network is then analyzed using the supply chain map to spot opportunities and reduce E&S risks.

[5] EBRD PR1, A client is required to make reasonable efforts to identify risks associated with its primary suppliers



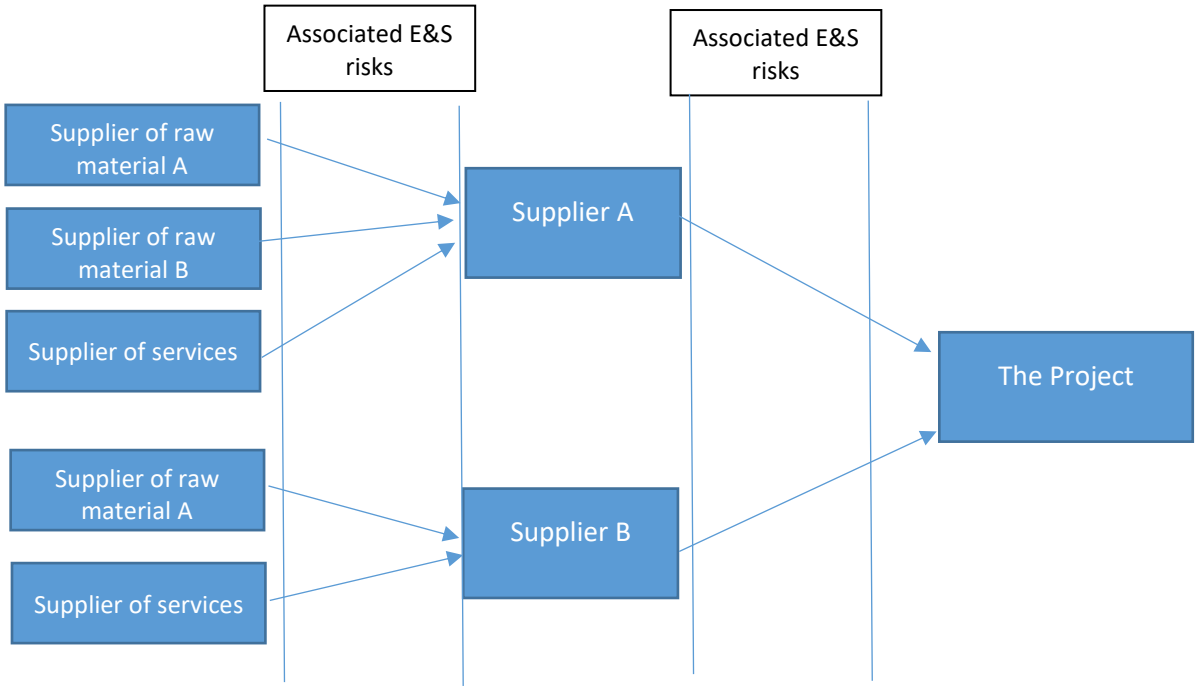
To gain a comprehensive understanding of the supply chain, cascading requests are sent along the supply chain as described in the figure above. EPC initiates the action by inviting its Tier 1 suppliers to join the mapping process. The Tier 1 suppliers forward the invitation to the Tier 2 suppliers.

The mapping will be used for supplier profiling and collecting information on wide range of environmental and social issues. The information is key for meeting applicable project standards and for improving working conditions for all workers involved in the supply chain.

The data collected in the tender phase using the supplier assessment questionnaire is enriched and updated by the new data resulting from the stakeholder mapping.

Once all the necessary information has been collected, a map of the supply chain (visualisation) is created, showing the links between suppliers. This is a continuous process during the project, depending on the development of the business relationships with the suppliers. The map is amended when a new supplier is selected.

The result of the mapping exercise will be a visual graph as below, and a database with relevant management and E&S performance information:



As described above, the mapping will start with and focus on primary suppliers. However, it will be enhanced by including secondary suppliers if risks are expected from them or their supply chain.

7. MONITORING AND CORRECTIVE ACTIONS

Lessons learned from working with specific suppliers will help enable REC to work with those suppliers who continuously comply with all applicable laws, regulations and standards and strive to improve their working practices. REC will set up a database of suppliers and continuously evaluate the performance of its suppliers.

Key Performance Indicators (KPIs) of this procedure will be monitored, verified and evaluated by the relevant parties in accordance with their responsibilities set forth in the REC-İSG-ÇYS-KMO-PR-08 HSE Monitoring, Verification and Evaluation Procedure.

Table -1.Key Performance Indicators

Key Performance Indicators (KPIs) for Supply chain management				
KPI		**Target**	**Period**	**Responsibility (for information collection and reporting)**
1	% of all primary suppliers mapped and evaluated in accordance with this plan	100%	Quarterly	EPC E&S Manager
2	# of complaints relating to the procurement process	Negative trend	Quarterly	Procurement Manager
3	# of complaints received from suppliers regarding payment for goods or services	Negative trend	Quarterly	Procurement Manager
4	Number of worker grievances not closed out within the target timeframe	Zero	Quarterly	E&S Manager

Key Performance Indicators (KPIs) for Supply chain management				
KPI		Target	Period	Responsibility (for information collection and reporting)
5	Number of child labour cases amongst Project suppliers	Zero	Quarterly	E&S Manager
6	Number of forced labour cases amongst Project suppliers	Zero	Quarterly	E&S Manager
7	Number of un-safe working condition cases amongst Project suppliers	Zero	Quarterly	E&S Manager H&S Manager
8	Number of other non-conformance cases as per this document, identified by REC in tier-1 suppliers	Negative trend	Quarterly	E&S Manager H&S Manager
9	Number of serious labour issues identified by Labour Inspectorate (of Government)[6] in relation to Project suppliers	Zero	Quarterly	E&S Manager H&S Manager
10	Number of environmental non-compliance fines identified by Ministry of Environment, Infrastructure and Climate Change in relation to Project suppliers	Zero	Quarterly	E&S Manager
11	Greenhouse gas (GHG) emissions for supplier works that are required to account for GHG emissions	Negative trend	Yearly	E&S Manager
12	# of environmental related complaints	Negative trend	Quarterly	E&S Manager
13	Number of E&S screenings undertaken	1	Yearly	E&S Manager
14	Number of E&S reputation assessments undertaken	1	Yearly (or upon complaints of fines)	E&S Manager
17	Number of offsite E&S audits undertaken on suppliers	1	Yearly (or upon complaints of fines)	E&S Manager H&S Manager

As described in the roles and responsibilities above, the E&S Manager of REC, in coordination with the H&S Manager, will assess supplier performance and conduct monitoring in accordance with the KPIs listed above. If non-compliance/non-conformance are identified during the planned monitoring or registered through the complaint mechanism, these will be added to the database and reported to the SPV HSE Manager. As a result, corrective/preventive and remedial actions are discussed with the relevant SPV and REC staff. The nature of corrective actions shall be in line with section 7.1 of this report. The feedback is forwarded to the Ronesans Headquarter Procurement Department to communicate with the suppliers concerned and agree the remedial actions. The actions are then followed up and reviewed by the REC E&S Manager and H&S Manager. Progress should be reported to the SPV HSE Manager on a monthly basis. SPV HSE Manager must provide monthly feedback to the Procurement Department at Ronesans Headquarters.

7.1. Non-conformance and corrective actions

If there are high risks regarding the safety of employees in the supply chain, relevant risk

[6] The Government Labour Inspectorate may conduct planned/unplanned audits annually. This KPI takes into account any problems found during these audits.

prevention measures will be implemented.

If REC identifies that forced labour or child labour in contravention of ILO standards are present in primary supply chain, it will take appropriate steps to remedy this in accordance with the requirement below:

- When there is a risk of forced labour, REC will monitor its primary suppliers[7] continuously in order to spot any significant changes in its supply chain;
- If there is risk of forced labour, REC will only continue to purchase such goods or services from that supplier after receiving satisfactory undertakings or evidence that the supplier has taken appropriate steps to eliminate the conditions that constitute forced labour.
- If child labour is detected, reasonable steps should be made immediately to remediate or mitigate the problem. REC will only continue to procure such goods or services from that supplier, having received satisfactory undertakings or evidence that the supplier is committed to implementing a programme in line with good international industry practice (GIIP) to eliminate such practices within a reasonable time frame.

In case of supplier failing to meet Project's applicable E&S requirements, in spite of preventive measures and remedies to eliminate poor practices over an agreed time frame, the REC NMM Project will shift the primary supply chain to suppliers that can comply with these standards.

Other non-compliances will be assessed by the project management on a case-by-case basis and appropriate measures will be agreed and implemented accordingly.

[7] Primary suppliers are those suppliers who, on an ongoing basis, directly provide goods or goodss essential for the core operational functions of the project. Core operational functions of the project are those production and/or service processes which are essential for a specific project activity and without which the project cannot continue.

Appendix 1: Responsible Sourcing Policy

RESPONSIBLE SOURCING POLICY

Wherever it operates, REC aims to be among the top businesses contributing favourably to the environment and society.

We want to make sure that the suppliers we work with are aware of their obligations to the people they employ, the communities they influence, and the environment both locally and globally.

We will engage with suppliers to support any required improvements and promote continual improvement. Suppliers are expected to follow applicable project standards at all times. If suppliers do not follow this policy, we will expect them to make the necessary corrections and improvements, working as cooperatively as they can with REC. Serious violations will result in REC ceasing its contractual obligations.

Our commitments

- We are committed to sourcing only goods that are produced, processed, and traded in accordance with applicable national law and accepted international good practice;
- We aim to ensure that our suppliers join us in committing to Ronesans' Code of Business Ethics and Conduct, REC's Human Rights Policy, GBVH Policy, OHS Policy and Environmental and Social Policy;
- We endeavour not to supply goods/products from Russia and Ukraine within the scope of the Project and to take all necessary measures to prevent such transaction.
- We are dedicated to preventing forced labour, child labour, modern slavery, human trafficking, bribery, and corruption in all areas of our business and supply chains;
- We have put in place measures to promote the reporting of issues. As stated in the Worker Grievance Mechanism, employees are required to voice problems, and management is expected to address them;
- We are dedicated to avoiding discrimination based on race, color, sex, language, religion, political opinion, national or socioeconomic origin, birth, union membership, sexual orientation, health condition, family obligations, age, disability, or any other distinctive personal features;
- We expect our suppliers to act in accordance with all environmental and social applicable laws and regulations, as well as applicable project standards, with suitable controls and processes in place to maintain compliance;
- We will carry out risk assessment of all suppliers in order to evaluate E&S risks within the project. Key E&S documents and procedural requirements will be shared with all primary suppliers;
- REC will carry out monitoring of suppliers based on the applicable project standards. The monitoring results will be included in the respective E&S reports.

Appendix 2: Supplier Assessment Framework with Questionnaire

Attached

Appendix 3: Supplier scoring assessment

Attached