



REC ULUSLARARASI

Aziziye Mah. Portakal Çiçeği Sok. No:33 Çankaya / ANKARA

Phone: +90 312 441 31 41 Fax: +90 312 442 58 16

İşin Adı : Mersin-Adana-Osmaniye-Gaziantep Yüksek Standartlı Demiryolu Hattı
The Name of : İnşaatı ile Elektromekanik Sistemlerinin Temini
the Job : Construction of Mersin-Adana-Osmaniye-Gaziantep Hight Standard Railway
Line With Supply Of Electromechanical Systems

Rapor Adı : **CHANGE MANAGEMENT PROCEDURE**
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1. PURPOSE

To ensure the systematic and proactive management of the risks that occur during the change processes in the Mersin-Adana-Osmaniye-Gaziantep (MAOG) High Standard Railway Project.

Measures to be taken within the framework of Change Management aims to protect:

- Employees, Subcontractors
- society,
- Stakeholders (Customers, employers, etc.)
- the environment,
- company assets.

2. SCOPE

It covers the persons (employees, interns, etc.) involved in the MAOG Project operating within the companies that Ronesans Holding A.Ş. Ronesans has control over, all consultants, consultants, intermediary persons and companies and subcontractor employees operating.

The content of this document has been developed to determine the minimum requirements for Ronesans Holding and all affiliated Group Companies; It can be developed according to the legal regulations of the working area, employer expectations and international standards.

3. IMPROVEMENT

Persons who detect ambiguity and inconsistency in this document can report their requests and suggestions using the "FORM" in APPENDIX A.

4. REFERENCES

HOL-KRY-YNT-001 - Corporate Risk Management Regulation

MAOG-RECU-GN-GNL-IS-GNL-PRG-0002-0 - Hazard and Risk Management Procedure

MAOG-RECU-GN-GNL-IS-GNL-PRG-00011-0 - Subcontractor Management Procedure

Other HSE Requirements (Project IFC, EBRD requirements etc. / Customer Requirements)

5. RESPONSIBILITY

5.1. REC Management

- Allocating resources for practices and measures in line with Ronesans HSE policies in major changes and following change management,
- Responsible for ensuring coordination with the Holding Board of Directors and HSE Department, and creating and presenting the action plan for major risks, control methods and possible major "residual risks" that occur during change processes.

5.2. Project Management:

Project management; It is responsible for the implementation of this document in all its activities in the work area and to ensure that the subcontractors operating in the project work in accordance with this document. Project Management is also responsible:

- To ensure that this document is transferred to its employees,
- To ensure that the process is managed proactively in the major changes that occur,



- Participating in the reviews for the changes required by the procedure, ensuring the creation of risk analyzes and action plans and being involved in the process,
- Informing the Group Company Management and Holding Board of Directors / HSE Department for possible major “residual risks”,
- Evaluation of all changes in terms of HSE and commissioning after risk control measures are taken,
- Responsible for monitoring and developing the system for continuous improvement.

5.3. Department / Department Managers / Chiefs

Department / Department Managers / Chiefs are responsible for the implementation of this document and ensuring that the subcontractors they work with work in accordance with this document in their activities in their work area. Department / Department Managers / Chiefs are also responsible for:

- Participating in the examinations, risk analysis studies and creating action plans for the changes required by the procedure,
- To inform the Project Management about the risks created by the changes and the need for additional precautions,
- Responsible for monitoring and developing the system for continuous improvement.

5.4. Project HSE Unit

The HSE Group (Manager, Chief, Engineer, Supervisors and other HSE personnel) is responsible for establishing and monitoring the necessary coordination for the implementation of this document in all field and operational activities. The HSE Department is also responsible:

- Coordinating with the managers / supervisors responsible for the activities in the field for the implementation of this procedure,
- Participating in the examinations, risk analysis studies and creating action plans for the changes required by the procedure,
- Informing the Project Management and the HSE Department of the Holding / Group Company for possible major “residual risks”,
- Responsible for monitoring and reviewing the effectiveness of this document and its implementation in accordance with its content, and contacting the Group Company / Holding HSE Department in case of need for revision.

5.5. Headquarter E&S Manager:

Responsible for managing infrastructure and superstructure projects regarding environmental and social governance issues and member of the Executive E&S Committee on behalf of the REC.

5.6. PIU (Project Implementation Unit)

- **PIU Department Manager (Environmental and Feasibility / Environmental Engineer)** will be responsible for supervising the implementation of all environmental and biodiversity measures, as specified within the disclosure package of the Project, and regular reporting to AYGM PIU.
- **PIU Physics Engineer** who is responsible for supervising health and safety for the Project.
- **PIU Department Manager (Superstructure / Civil Engineer)** will be responsible for overseeing the implementation of all health, safety and social measures, as specified within the disclosure package of the Project, and regular reporting to AYGM PIU.



- **PIU Department Manager (Railway Design)** - Responsible for supervising, monitoring and auditing the Contractor Design Office Manager, implementing their responsibilities in the Railway Safety Plan within coordination of Construction and E&M Affairs departments.

5.7. Executive Environmental and Social Management Committee

- **Executive E&S Committee Project Manager (Department Head / Branch Manager /Head of Department)** will be ultimately responsible for overseeing the activities undertaken by the AYGM/TCDD specialists (listed below), overseeing the implementation of mitigation measures and management procedures specified within the disclosure package of the Project, and overseeing the preparation and implementation of a CESMP, which will be based on this ESMP.
- **Executive E&S Committee Environmental, Health and Safety, and Social (EHSS) Manager (Specialist / Engineer)** will be responsible for overseeing all matters that relate to environment, health, safety and social aspects of the Project. Also, s/he will be appointed to be responsible for supporting the implementation of the SEP, by conducting regular consultation with affected communities on any concern regarding the Project. CLOs will also have responsibility for disseminating the Project disclosure package as described in the SEP. They will also conduct regular inspections of records relating to grievances received and their resolution. S/He will report regularly to AYGM PIU.

Further technical staff may be required during the course of the Project, who will be assigned internally by the AYGM, either by means of permanent or temporary basis until the completion of relevant tasks under the Project whilst they undertake their current responsibilities.

6. DEFINITIONS AND ABBREVIATIONS

Ronesans: Ronesans Holding A.Ş. is a group of companies in Turkey and abroad in which Ronesans Holding A.Ş.'s affiliates, subsidiaries, and Ronesans Holding A.Ş.'s shareholders are directly or indirectly shareholders.

HSE: Occupational Health and Safety and Environment

PROJECT: MAOG (Mersin-Adana-Osmaniye-Gaziantep) High Standard Railway Project

HR: Human Resources Department

CM: Change Management

TRIC: Task Risk Identification Card

Tool-box: On-the-job safety conversations

Change: Changes and suggestions for change that may significantly affect the HSE Management System. The scope of the change; organizational, systemic, procedural, major business method, changes in laws, contracts and customer requirements.

Organizational / Strategic Level Changes: Business process changes are organizational changes such as significant budget cuts, work schedule pushback, staff reductions, or other changes that could potentially affect HSE.

Reviewing the Impact of Change: It covers the studies carried out to review the impact of the change on the HSE system and implementation efficiency.

Work Hazard Analysis: Ronesans Holding and its affiliated Group Companies describe the activities to be carried out with this method step by step, identify the hazards for each step and try to determine preventive actions.

Risk Analysis Workshop: Project senior managers (centre and fields) will attend; These are the meetings held at the beginning of the project, major organizational changes, major changes in core activities (for example, transitioning from construction works to commissioning) to review major risks and measures and to plan for preliminary preparation.

Business Plan Meeting: It is a meeting that supports the implementation phase of the Change Management Process. The result of the review carried out with this meeting; It is a business plan whose reliability is confirmed, agreed upon and permitted under the permit system. Participants; It includes the manager involved in the change and the representatives who are involved in and affected by the change work.

7. IMPLEMENTATION

Change Management; Identifying potential hazards that a significant change could bring, then assessing and systematically and proactively addressing the risks associated with those hazards. As part of the process, planned and unplanned changes are addressed to ensure that the unintended consequences of these changes do not have a negative impact on the intended results of the health, safety and environmental management system. Examples of change include:

- Significant changes in work programs,
 - Bringing forward or postponing work schedules
 - Delay of design phases
 - Change in major subcontractors
- organizational changes,
 - Organizational changes that will affect the HSE system structure and field applications, for example, a decrease in the number of HSE personnel
- Technical (plant, equipment, materials and operational processes) changes,
 - Planned and unplanned significant changes in products, processes, businesses, equipment or facilities,
- Changes in administrative (Policy, Procedure, Process) requirements,
 - Significant changes in compliance obligations (legal requirements, company policies and procedures, changes in national / international standards, etc.)

Significant changes in facilities, equipment, processes and organizational structure in projects and businesses can create health, safety, environmental and social risks. Failure to carry out the change management process effectively can have the following consequences:

- Business planning without considering possible risks by focusing on the expected benefits and the emergence of risks in practice,
- The required personnel, material and method changes are not adequately addressed while planning the technical details,
- Not informing the people affected by the change,
- Not updating or revising important documents such as operational procedures,
- Failure to address all relevant aspects of a change, which is a factor in many accidents/incidents and wrong business decisions.

Therefore, a planned and controlled process must be implemented, which is used to manage any change, from planning to implementation, to identify foreseeable potential hazards and manage risks. In the activities and areas affected by the change, work cannot be continued without taking precautions against the major HSE risks that will be created by the change. The persons/groups affected by the change are responsible for notifying the authorized persons (Project/Operation



Manager, Group Company General Manager for changes within the scope of the Group Company) to take additional measures of the business.

Pre-Construction Phase: The MCP shall be submitted for approval within 30 days of the contract commencement date.

Design finalisation and any design changes that have the potential to result in impacts on the local communities should be consulted. Reporting should be made to PIU and updates / design changes to be provided / notified in monthly EHSS progress reports to the Lenders.

7.1. Types of Exchange

Change Categories (Potential Risk Levels):

- Minor Change
- Major Change

7.1.1. Minor Changes

Minor changes are those that can be managed with existing OH&S control measures and have no systematic impact on the OH&S system.

Minor changes in projects should be managed according to the MAOG-RECU-GN-GNL-IS-GNL-PRG-0002-0 Hazard and Risk Management Procedure. Control tools are as follows:

- Risk Assessment (RA)
- Work Permit / Work Hazard Analysis (WHA)
- Work Permit System
- Tool-box talks – TRIC Card Applications

7.1.2. Major Changes

Major (major) changes are those that have an impact on the project and the process and may negatively affect HSE in the systematic and implementation. Evaluation of these changes is made with the participation of all relevant parties (parties from which the change originates, who are affected by the change and who will implement the change). The results of the risk analysis workshops to be held after major changes are reported to the group management / Holding Management by the Corporate HSE Department, and actions are communicated and followed up.

Major changes can be listed as follows, but not limited to the following. These are;

- Changes in Project Delivery Times: With the instructions from the Employer, Group Company or Ronesans Senior Management, the delivery times of the projects are brought forward and the work schedule is affected accordingly.
- Design Changes: Design changes that cause changes in project delivery time, work schedule, organization and construction methods.
- Subcontractor Changes and Employment: Change of subcontractors in Level 1 (see MAOG-RECU-GN-GNL-IS-GNL-PRG-00011-0 Subcontractor Management Procedure) in projects, project delivery time of these subcontractors, work schedule, key personnel organization, construction methods and major contractual changes such as budget constraints.
- Economic and Budgetary Changes: Deductions in the budget of the Group Company and/or the project due to economic data (currency increase, economic crisis, etc.).
- Organizational Changes:
 - Removal or addition of a position in the existing organizational structure,
 - All personnel replacement, including permanent subcontractor personnel,

- Changes in the duties and responsibilities of personnel,
- Key personnel changes or job description changes of key personnel,
- White Collar (staff) staff reductions, their effects on manufacturing / business supervision,
- Changes in working conditions; working hours, shift, location etc.
- Other changes that could potentially have an impact on HSE.
- Serious Changes: Necessary changes (organization, construction method, delays, etc.) after fatal accidents, fundamental changes required on the process in work construction methods, pre-commissioning and commissioning stages.
- New Business Areas: Changes required due to the Group Company entering a new business area apart from the projects it carries out continuously.
- Procedure Changes: Changes required by new / changing Legal and Institutional Standards / Procedure conditions affecting the operation and HSE Management System.
- Maintenance Changes: In projects, process technology, rotating equipment such as pump, etc, electrical / instrument replacements, removal or addition of any equipment or facility, updating or placement of equipment according to new specifications, removal of lock valves out of normal positions for testing or maintenance, product and/or chemical change, thermal, etc. The solution proposal developed for the problem or situation brought to the agenda regarding the systems, If maintenance activities are carried out without including the Engineering unit, the change management requirements are followed by the Project / Operation Maintenance Manager.

The proposed change is approved by the "Project Manager" and "Group Company Manager" in case of a need to decommission critical safety systems for 24 hours or more.

- Risks to be determined for projects and/or Group Companies within the scope of HOL-KRY-YNT-001 Corporate Risk Management Regulation are also handled within the scope of major changes.

7.1.2.1 Reviewing the Impact of Change:

As defined in the MAOG-RECU-GN-GNL-IS-GNL-PRG-0002-0 Hazard and Risk Management Procedure for reviewing the impact of major change processes; Risk Analysis Workshops are held with the participation of senior managers (headquarters and sites) in projects, in case of major organizational changes, major changes in core activities, or organizational or process changes affecting all Group Company Projects, in addition to the project inception process. With these workshops, it is aimed to review the major risks and precautions by the senior management and to plan for preliminary preparation. A regular systematic evaluation of the organization, method of construction, equipment or processes identifying hazards and precautions is made. Risk analysis workshop content, meeting notes and decisions are recorded.

Major change processes and HSE impacts are discussed at Management Review meetings and Board of Directors meetings, and necessary resources and method changes are reviewed.

Among the risks determined after the workshops and meetings held to determine the risks arising from major changes, those that are within the scope of Enterprise Risk according to the HOL-KRY-YNT-001 Enterprise Risk Management Regulation are reported within the scope of this process.

Key issues to be addressed during the change impact review include:

- Informing interested parties affected by the change and collecting feedback on risk controls
- Analyzing the adequacy of resources and practices in controlling the risks arising from change: For risk control, the following sample questions can be used as a basis.
 - Is the HSE organization (competence and number) sufficient?
 - Is the equipment sufficient?
 - Are the operation, maintenance and inspection procedures sufficient?

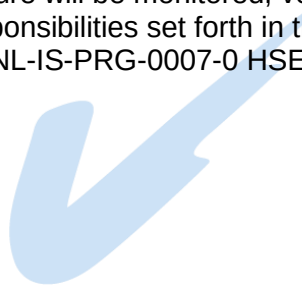
- Is training planning sufficient?
- Are emergency response measures sufficient?
- Should employers and other stakeholders be informed?
- Is the equipment/chemical causing the change sufficiently known?
- Are additional certifications and competencies required?
- Have the construction methods and ITAs been revised?
- Have action plans and action owners been determined?
- Have the behavioral risks of the employees after the change been addressed?
- Has the risk of stress and fatigue been addressed?
- Are the risks under control for starting or continuing the business after the change?

7.2. Training

Information about this document is made according to the MAOG-RECU-GN-GNL-IS-GNL-PRG-0003-0 HSE Training Procedure.

8. MONITORING, ASSURANCE AND VERIFICATION

Key success indicators (KPIs) of this procedure will be monitored, verified and evaluated by the relevant parties in accordance with their responsibilities set forth in the E&S Governance document, within the scope of the MAOG-RECU-GB-GNL-IS-PRG-0007-0 HSE Monitoring, Assurance and Verification Procedure.



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