

KoçSistem
ANTI-BRIBERY
AND
CORRUPTION POLICY

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1 PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Corruption Policy ("the Policy"), which is an integral part of the KoçSistem Code of Ethics¹ is to set principles and rules related to the prevention of bribery and corruption. This Policy reflects KoçSistem's strong commitment to the fight against corruption and the prohibition of bribery.

All employees and managers of KoçSistem are obliged to act in accordance with this Policy, which is an integral part of the KoçSistem Ethical Principles. Each Koç Group company expects its controlling partners and Business Partners to act in accordance with this Policy to the extent applicable to the relevant party and/or transaction, and takes the necessary steps to ensure this.

2 DEFINITIONS

"ABC Rules" includes all relevant anti-bribery and anti-corruption related legislation (e.g. Turkish Penal Code), foreign laws (e.g. Foreign Corrupt Practices Act, UK Bribery Act etc.) and international treaties to the extent applicable to the relevant transaction.

"Hospitality" includes meals, short or long-term accommodation, travel and transport, social events for sporting, cultural or other purposes.

"Donation" means voluntary contributions in money or in kind (including goods or services etc.) to individuals or charitable entities (such as foundations, associations and other nonprofit organizations); universities and other schools; and other private or public legal entities or organizations etc. to advocate a philanthropic cause, serve the public interest and help achieve a social goal, without a consideration received in return.

"UN Global Compact"¹ is a global pact initiated by the United Nations (UN) to encourage businesses worldwide to adopt sustainable and socially responsible policies, and to report on their implementation. The UN Global Compact is a principle-based framework for businesses, stating ten principles in the areas of human rights, labour, the environment and anti-corruption.

"Governmental/Public Official" broadly refers to a variety of individuals including but not limited to the following:

- Employees working at government bodies domestically or in a foreign country,
- Employees of government business enterprises (domestic or in a foreign country),
- Any person who holds a legislative, administrative or judicial position, (domestic or in a foreign country),

¹ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

- Judges, jury members, or other officials who work at domestic, foreign or international courts,
- Officials or representatives working in national or international parliaments;
- Arbitrators in charge of an arbitration proceeding for the purpose of resolving a legal dispute;

"Gift" means any item of value, whether given or received directly or indirectly, such as discounts, gift cards, promotions, promise of employment, cash, loans, memberships, services, favors, presents or goods.

"Business Partners" includes suppliers, distributors, dealers, authorized services and other third parties with whom business relations are established, and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, and their employees and representatives.

"Koç Group" means all companies directly or indirectly, individually or jointly, controlled by Koç Holding A.Ş.ve Koç Holding A.Ş., and the joint ventures included in the consolidated financial report of Koç Holding A.Ş .

"Facilitation Payments" (or "facilitation", "acceleration") are unofficial, improper payments made to secure or accelerate routine operation of the paying party.

"Cash and Cash Equivalent" means, but is not limited to, money, gift certificates, gift cards, discounts, negotiable instruments, precious metals (eg. Gold, silver or jewellery) or vouchers used to buy fuel, as well as all kinds of tickets and similar documents containing a certain value.

"Bribery" refers to giving, offering, promising or proposing anything of value with the aim of obtaining Improper Advantage over, or Corruptly Influencing a business transaction or relationship. Forms of value covers any form of benefit including but not limited to money, gifts, entertainment that:- Partially or wholly affecting or may affect impartiality, performance and decision-making ability,

- If it is learned by the public, it may cause reputational risk,
- May cause a violation of the current legislation,
- May give rise to the perception that a bribery offense has been committed, or
- Any action that results in preferential treatment for the performance of a particular task.

"Bribery and Corruption Prevention Legislation" means the Code of Conduct of Corruption and Bribery to the extent applicable to the relevant transaction, including laws of other countries relating to bribery and corruption (e.g. Bribery and Corruption Prevention Legislation). FCPA - Overseas Corrupt Practices Act, UKBA - UK Bribery Act, etc.) It covers all legislation and international agreements.

"Public/**Politically Exposed Person (PEP)**" ²means high-level natural persons who have been entrusted with an important public duty by election or appointment, in the country or in the past, in the country or in the past, and members of the board of directors of international organizations, senior executives and deputy executives and other persons serving equivalently, senior politicians, senior officials of political parties, It refers to senior judicial, administrative or military officials and senior managers of state-owned enterprises, and their spouses, first-degree relatives (mother, father and children) and relatives of all these persons.

"**Sponsorship**" is the support of artistic, social, sports or cultural events, in cash or in kind (such as the provision of products or services), which are beneficial to participate in order to obtain a corporate benefit within the scope of a sponsorship contract or other types of contracts with different names but sponsorship conditions in their content.

"**Undue Benefit**" means a benefit obtained by a party improperly violating its duties and responsibilities in order to benefit another party to which it is related.

"**Corruption**" is the abuse of one's powers for private gain.

"**Incitement to Corruption**" means illegally encouraging the other party to use his or her position in violation of the legislation.

3 GENERAL PRINCIPLES

As a member of Koç Group, KoçSistem adopts as its basic principle to carry out all its activities in accordance with the highest ethical standards. Accordingly, as a signatory of the UN Global Compact, KoçSistem adopts all the principles listed in the UN Global Compact, including the principle of "opposing all forms of corruption", and ensures that all Koç Group companies act in accordance with these principles.

Without limitation to local legislation, KoçSistem and its Business Partners do not tolerate Bribery, Corruption, Facilitation Payments, improper Gifting or receiving of any person.

No employee may give, receive or be authorized any form of Bribe, directly or indirectly, through a Business Partner or third party.

Violations of the Anti-Bribery and Corruption Legislation may have severe consequences, such as the imposition of administrative and/or criminal sanctions, the revocation of licenses and licenses, the seizure of assets, and most importantly, the damage to the reputation of KoçSistem.

Violation of this Policy by an employee may result in significant disciplinary action, up to and including dismissal. In addition, if it is determined that the relevant actions are

² <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

contrary to the current legislation, the legal authorities are informed by the department or officer responsible for compliance.

4 APPLICATION OF THE POLICY

4.1. Third Parties and Due Diligence

In order to eliminate the risk of Bribery and Corruption, we do not tolerate in any way, improper transactions concealed under the name of “commission” or “consultancy fee” to hide the real purpose.

Accordingly, KoçSistem establishes business relationships with Business Partners only in the following cases:

- upon the completion of the Due Diligence Process³,
- if there is a written contract with appropriate and preventive terms and conditions to ensure compliance with applicable ABC Rules; and
- if terms of such contract including the payment terms are not unusual or significantly above or below the market value and consequently gives the impression that there is an intention to conceal the underlying transaction

4.2. Gifts , Hospitality and Entertainment

Any gift, hospitality or entertainment provided by or offered to a third party, must meet the following criteria:

- Not *Cash or Cash Equivalent*,
- Reasonable, appropriate to the recipient’s position and relevant circumstances,,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- No appearance of impropriety based on the frequency of previous gifts etc. to show an intention to improperly inf

All employees are required to seek guidance from the officer or department in charge of compliance in case of doubt.

For detailed information, please refer to KoçSistem Gift and Hospitality Policy.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions on behalf of a KoçSistem..⁴

³ For more information, please refer to the Supply Chain Compliance Policy and the Sanctions and Export Controls Policy.

⁴ For detailed information, please refer to KoçSistem's Donation and Sponsorship Policy.

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for an improper favor or benefit, and/or to improperly and corruptly influence a Public Official/PEP (and other parties as may be specified in the relevant legislation applicable to KoçSistem companies in the jurisdictions where they operate) or a third party is prohibited.

Donations and Sponsorships should only be made/provided, in accordance with the rules and principles set forth in the Koç Group and KoçSistem Donations and Sponsorship Policy.⁵

4.5. Facilitation Payments

KoçSistem has a zero-tolerance approach to Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of any KoçSistem company

4.6. Hiring or Engaging with Government Officials or PEP's

Business relationships and employment decisions shall be made in an ethical manner and shall never be used as a method to Corruptly Influence a Public Official or to obtain Improper Advantage. Before entering into any business relationship or hiring an employee, the Company shall confirm through internet and media searches and other databases whether the relevant persons are Government Officials or PEP's. Government Officials or PEP's may be hired or a business relationship (e.g. customer, business partner, etc.) may be established with such persons, provided that they meet the following criteria:

- The officer or department in charge of compliance conducts Enhanced Due Diligence Study ("EDD") and reports to the General Manager of the relevant KoçSistem company on the compliance risks identified and the possible impact of these risks, as well as the measures to be taken in case of an employment decision is made or a business relationship is established, or a suggestion to terminate or continue an existing business relationship, and the General Manager makes a decision on the matter taking into account the evaluations and suggestions in the said report,
- The relationship has a legitimate business purpose and is regularly evaluated and appropriate actions are taken when necessary,
- The employment of the individual does not create an appearance of impropriety, suggesting that the individual is being hired in exchange for a business advantage or improper action,

⁵ For detailed information, please refer to KoçSistem Donation and Sponsorship Policy.

- The person to be employed or engaged with objectively has sufficient qualifications required for the relevant position, and
- The compensation and benefits package is reasonable and commensurate with the work and the individual's qualifications.

4.7. Training and Monitoring

KoçSistem Legal and Compliance Consultancy is responsible for the following issues in terms of this Policy

- providing the necessary training on the ABC Rules to all its employees on an annual basis, in coordination with the Legal and Compliance Department of KoçSistem
- adapting this Policy to the needs of its company, if necessary, and drafting the necessary procedure

The officer or department in charge of compliance of KoçSistem:

- in coordination with Koç Holding's Legal and Compliance Department , review the content of such procedures and training and monitor their completion st
- bmit an annual report to Koç Holding's Legal and Compliance Department regarding training activities.

4.8 Transparency and Accuracy of Books and Records

Books and records shall be kept in an accurate, transparent, complete, reliable, evidenced on a timely manner; shall reflect all transactions in accordance with the applicable laws, regulations, and accounting standards. Accounts and invoices must be fully and clearly explained, vague expressions should be avoided in the explanations, and where necessary, properly documented evidences. The clarity of the explanations and supporting documentation should enable a third-party reviewer to easily understand the transaction and the rationale behind it. Unrecorded funds or assets are prohibited, and records must not be falsified for any purpose. Books and records are subject to periodic risk-based audits.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of KoçSistem are responsible for complying with this Policy, implementing and supporting the relevant KoçSistem company's procedures and controls in accordance with the requirements of this Policy. Each KoçSistem company also expects and takes necessary steps to ensure that all its Business Partners, to the extent applicable, comply with and/or act in accordance with this Policy. If there is a discrepancy between the local regulations, applicable in the

countries where KoçSistem operates, and this Policy, the stricter of the two shall prevail, unless such practice is in violation of the relevant local laws and regulations.

If you are aware of any action that you believe is contrary to this Policy, applicable legislation or KoçSistem Ethical Principles, you may consult or report this matter to a senior manager. Alternatively, you can report to Koç Holding Ethics Line at "koc.com.tr/ihbarbildirim".

KoçSistem employees can consult KoçSistem Legal and Compliance Consultancy directly or via the address "uyummusavirligi@kocsistem.com.tr" regarding their questions about this Policy and its implementation. Violation of this Policy by an employee may result in significant disciplinary action, including dismissal. In the event that any third party that is expected to act in accordance with this Policy acts contrary to this Policy, the relevant contracts may be terminated.

5 REVISION HISTORY

This Policy has entered into force with the decision of the Board of Directors dated 30.09.2021 and KoçSistem Legal and Compliance Consultancy is responsible for updating the Policy.

Revision	History	Explanation
No:1	01.09.2023	Missing expressions are added to the Definitions, the definition of Politically Exposed Person ("PEP") is updated in accordance with the applicable legislation, the process for conducting Enhanced Due Diligence is added to the "Hiring or Engaging with Government Officials or PEP's", expressions that cause ambiguities are improved.