

**KoçSistem**

**Competition Law Compliance Policy**

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## 1. PURPOSE AND SCOPE

The purpose of this Competition Law Compliance Policy ("the Policy"), which is an integral part of the KoçSistem Code of Ethics is to set the principles and rules for the conduct of all activities within the KoçSistem in compliance with competition law. This Policy aims to ensure that all processes and practices of KoçSistem comply with competition law and to raise awareness on competition law. This Policy is an indication of importance that KoçSistem acts in accordance with competition law while conducting its commercial activities and relations with competitors. All employees, directors, officers of KoçSistem shall comply with this Policy. Business Partners are also expected to act in accordance with the principles of this Policy to the extent applicable to the relevant transactions.

## 2. DEFINITIONS

**"Dominant Position"** means the power of one or more undertakings in a particular market to determine economic parameters such as price, supply, the amount of production and distribution, by acting independently of their competitors and customers

**"Abuse of Dominant Position"** is defined as the abuse of the dominant position by undertakings to restrict competition in the market. Examples of these practices include obstructing competitors in the market, preventing undertakings entering the market, refusing to supply goods and services, discriminatory practices, making the sale of one product conditional on the sale of another product and applying excessive pricing..

**"Business Partners"** includes suppliers, distributors, dealers, authorized services and other third parties with whom the company has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, as well as their employees and representatives

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

**"KoçSistem"** refers to KoçSistem Information and Communication Services Inc.

**"Competition"** is the contest between undertakings in markets for goods and services, which enables them to take economic decisions freely,

**"Anti-Competitive Agreement"** refers to express or implied agreements between undertakings, which may be written or oral, and cover issues such as price determination, determination of production amount, market and customer sharing

**"Competitively Sensitive Information"** refers to any information that, if shared with competitors, may distort, restrict the competition and/or cause this effect which includes, but not limited to, information on price, quantity, customers, costs, turnover, sales, purchases, capacity, product qualifications, marketing plans, risks, investments, technologies, innovation and R&D programs and other similar information.

**"Undertaking"** is a natural and legal person who produces, markets and sells goods or services in the market, and a unit which can decide independently and constitute an economic whole..

**"Concerted Practice"** refers to direct or indirect relationship that provides a coordination or practical cooperation that replaces the independent behaviour of the undertakings, where there is no agreement between undertakings..

### 3. GENERAL PRINCIPLES

KoçSistem's employees and Business Partners are expected to conduct their business in accordance with the legislation in the countries in which they operate, the Koç Group and KoçSistem Ethical Principles, and this Policy. In this context, acting in accordance with competition law regulations is an important part of the duties and jobs of all managers and employees

KoçSistem,

- Regularly monitors the compliance of its activities with the competition law.
- Takes necessary actions regarding the management of competition law compliance risk.
- Carries out necessary training and supervision activities to raise the awareness of employees and managers regarding competition law..

Within the framework of this Policy, KoçSistem employees, managers and Business Partners are required; not to be engaged in Anti-Competitive Agreements and Concerted Practices with competitors, not to act in line with the anti-competitive decisions of the association of undertakings, not to share information that may cause inconveniences with competitors in terms of competition law and to act carefully regarding the Abuse of Dominant Position.

Violation of this Policy may result in severe consequences for KoçSistem, its relevant managers, employees and Business Partners, including legal, administrative and criminal sanctions, depending on the legislation in the region in which it operates, and most importantly, it may cause serious damage to Koç Group and KoçSistem's reputation.

## **4. APPLICATION OF THE POLICY**

### **4.1 Rules to be Considered in Relations with Competitors**

It is forbidden to make agreements or engage in behaviours having the nature of Concerted Practices, with a competitor company manager or employees which have as their object or effect or likely effect the prevention, distortion or restriction of competition directly or indirectly. Anti-Competitive Agreements with competitors such as allocation of customers and territories, restricting the amount of supply and bid rigging are also prohibited.

Attention should be paid to the language used in in-company correspondence and interaction with competitors and Competitively Sensitive Information must not be shared with them

Particular care should be taken in any contact with employees of rival companies. In the event that speeches contrary to competition law are made by others in meetings such as associations, councils, commercial associations where rival companies come together, a warning should be given immediately to stop such sharing, if the conversations continue, the meeting should be abandoned, this situation should be recorded and KoçSistem Legal and Compliance Consultancy should be informed about what needs to be done afterwards.

Before responding to requests from competitors that carry the risk of violating competition rules, KoçSistem Legal and Compliance Consultancy should be consulted, requests should not be kept silent, and the parties should be informed in writing that such requests are incompatible with competition rules and cannot be answered positively, and it should be documented that they will not be a party to such an agreement.

Information on competitors; It can be obtained from publicly available sources such as press releases, public annual reports, official records, trade journals, speeches of company executives, and in accordance with the legislation. In the event that these sources, which contain information about competitors, are consulted in the presentations, reports and similar documents prepared by the Company, the legal source of the information must be stated in a clear and understandable manner.

#### **4.2 Rules to Be Considered in Case of Dominant Position**

KoçSistem may have a dominant position in the different markets in which they operate. In this case, the employees carry out their activities sensitively in accordance with the requirements of the Dominant Situation. Although the determination of the dominant position is evaluated separately for each market based on the shares of undertakings and competitors in the market and some specific factors, if KoçSistem is in a position to be considered dominant in a market in which they operate, they should avoid the following practices that may be considered as abuse:

- Implementing pricing strategies that exclude competitors from the market or discriminate against specific customers such as offering non-objective loyalty discounts to increase the number of sales
- Requiring the purchase of one product conditional on the purchase of another product.
- Refusal to provide goods or services without objective grounds
- Conduct activities to prevent competing undertakings operating in the market or seeking new entry into the market.
- Providing different terms for similar acts to equal buyers.
- Imposing excessive pricing and/or offering contracts that contain unfair commercial terms.

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Signing long-term exclusivity agreements. (Time restrictions concerning this subject may vary depending on the market of the relevant service/product. The Competition Compliance Officer of the Company and/or KoçSistem Legal and Compliance Department must be consulted, prior to signing such agreements.)

#### **4.3 Rules to be Considered in Relations with Customers, Dealers and Suppliers**

Employees and managers of KoçSistem companies respect the freedom of dealers and authorized services in the sector in which they operate to set their own sales prices, profit and discount rates, and strictly avoid any actions and statements that may create the impression that this freedom is restricted. They ensure that anti-competitive activities, particularly in terms of region or customer restrictions, are not carried out within the scope of the distribution system applied, and act within the framework of agreements that comply with competition rules in its relations with suppliers. Being aware of the fact that dealers, authorized services and suppliers are competitors of each other, it should be careful against all kinds of statements and actions that may constitute Competitively Sensitive Information, Concerted Practices or Anti-Competition Agreement between these undertakings, and necessary warnings should be made to the relevant parties to avoid such interaction.

#### **4.4. Mergers, Acquisitions and Joint Venture Transactions of Companies**

The merger of two or more companies, or the complete or partial change of control of a company (through the purchase of shares or assets), or the establishment of a joint venture, may be subject to the permission of the competition authorities according to certain criteria. Execution of the transaction without obtaining permission from the competition authorities for transactions subject to permission; It creates the risk that the transaction will be deemed legally invalid and/or an administrative fine will be imposed. In this context, in the preliminary stages of mergers, acquisitions or joint venture transactions that KoçSistem plans to carry out, before signing any contract or making a written commitment, KoçSistem Legal and Compliance Consultancy and Koç Holding Legal and Compliance Consultancy should be informed in order to make the necessary assessment.

#### **4.5 Use of Press, Media and Other Social Communication Channels**

As part of compliance with the Policy, KoçSistem's employees and managers act very carefully in their posts in the press, social media and other communication channels. Especially in terms of Competitive Sensitive Information exchanges with competitors, these channels are places where it is necessary to be extremely sensitive. In this context, undertakings should be avoided from sharing Competitive Sensitive Information such as prices, stocks, campaigns through such channels, especially for the future, which can be described as unilateral information sharing to competitors.

#### **4.6 Communication with Competition Authority Officials During the On-Site Inspections**

If a competition law investigation is initiated against KoçSistem, it is important to cooperate with the competent Competition Authority officials. In cases where the examination is prevented and made difficult, heavy administrative and legal sanctions may be imposed. However, in order to protect the rights of KoçSistem during on-site inspections, the following points should be taken into account:

- Request to see the authorization documents of the officials who is in charge of the inspection and note their names, institutions and the time they came to the company
- Please contact KoçSistem Legal and Compliance Consultancy as well as Koç Holding Legal and Compliance Consultancy immediately.
- Direct officials to the Compliance Officer and/or Legal Counsel of the KoçSistem or a senior executive.

If the Competition Authority officers request questions or information by phone/e-mail, etc., please direct the caller to the company's KoçSistem Legal and Compliance Consultancy immediately.

#### **4.7 Training and Monitoring**

KoçSistem Legal and Compliance Consultancy is obliged to fulfill the following issues:

- To provide all employees with the necessary competition law trainings on a regular basis,
- To adapt this Policy according to the needs of the company if necessary and to prepare the necessary procedures.

KoçSistem Legal Counsel:

- In coordination with Koç Holding Legal and Compliance Consultancy, it reviews the content of the company's own procedures and trainings and monitors their completion,
- Submits an annual report on training activities to Koç Holding Legal and Compliance Consultancy.

### **5. AUTHORITY AND RESPONSABILITIES**

All employees and directors of KoçSistem are responsible for complying with this Policy, implementing and supporting the relevant KoçSistem's procedures and controls in accordance with the requirements in this Policy. KoçSistem also expects and takes necessary steps to ensure that all its Business Partners to the extent applicable complies with and/or acts in line with this Policy.



If there is a discrepancy between the local regulations, applicable in the countries where KoçSistem operates, and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two, supersede.

If you are aware of any action that you believe is contrary to this Policy, the current legislation, or the Koç Group Code of Ethics and the KoçSistem Code of Ethics, you may consult or report this matter to your senior manager. Alternatively, you can notify KoçSistem Legal and Compliance Consultancy directly or via the "koc.com.tr/ihbarbildirim" addresses.

KoçSistem employees can consult KoçSistem Legal and Compliance Consultancy directly or via [uyummusavirligi@kocsistem.com.tr](mailto:uyummusavirligi@kocsistem.com.tr) address 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.

## 6. REVISION HISTORY

This Policy is effective as of 30.09.2021 and KoçSistem Legal and Compliance Consultancy is responsible for the execution of the Policy.

Change	History	Notes