KOÇSİSTEM

COMPLIANCE POLICY

Table of Contents

1. PURPOSE AND SCOPE

The purpose of this Compliance Policy ("Policy") is to establish a customized, comprehensive and effective compliance framework for KoçSistem, and to demonstrate KoçSistem's commitment to compliance with laws and regulations, internal policies, good corporate governance practices and ethical rules.

This Policy also describes KoçSistem's compliance structure. KoçSistem is expected to establish its own Compliance Program based on its own organizational structure and operational needs, but shall reflect the spirit of this Policy and use it as a framework.

All employees, directors and officers of KoçSistem shall comply with this Policy, which is an integral part of the KoçSistem Code of Ethics.

2. DEFINITIONS

"Business Partner" 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.

"Chief Legal and Compliance Officer (CLCO)" is primarily responsible for managing and overseeing the Compliance Program for KoçSistem.

"**Koç Holding**", means Koç Holding A.Ş

"Koç Group", means Koç Holding A.Ş., companies which are controlled directly or indirectly, jointly or individually by Koç Holding A.Ş. and the joint venture companies listed in its latest consolidated financial report.

"KoçSistem", means KoçSistem Bilgi ve İletişim Hizmetleri A.Ş.

"Retaliation", is any negative action, including but not limited to demotion, discipline, firing, salary reduction, or job or shift reassignment, to punish an employee for a protected activity, such as reporting an injury, safety concern, mismanagement, abuse of authority, or legal violation in the workplace.

"Compliance is defined as adhering to the requirements of laws, regulations, industry and organizational standards, internal policies and procedures and generally accepted ethical standards.

"Risk Management Committee" is established for the purpose of early diagnosis of the risks

that may endanger the existence, development and continuity of Koç Holding to implement measures, manage and report these risks in line with Koç Holding's corporate risk-taking profile, and to make suggestions to the board of directors of Koç Holding, about developing and integrating internal control systems.

"Systematic Risk Analysis" is a process to identify, assess and monitor the principal compliance risks.

3. COMPLIANCE OBLIGATIONS

3.1. Overview of Obligations

Effective compliance management can only be achieved through a well-designed and tailored Compliance structure. It can then be sustainable if it is embedded in the corporate culture and in employee behavior, by being integrated into all processes and operations.

KoçSistem's Compliance obligations go beyond adherence to mandatory regulations (laws, permits, licenses, rules and guidelines of regulatory authorities, court decisions, conventions etc.) and include its Compliance commitments such as agreements with third parties, organizational standards such as policies and procedures, or other voluntary commitments.

3.2. Compliance Domains and Risk Analysis

At KoçSistem, the officers or departments in charge of compliance, together with the relevant business units shall periodically conduct risk assessments for relevant normative domains, and analyze the specific Compliance related risks to which operations, employees and/or Business Partners may be particularly exposed (through questionnaires, workshops, one-on-one interviews etc.). Company policies and procedures shall be drafted/revised as necessary in accordance with such assessment and analysis.

Tailor-made Compliance reviews and analysis take into account the KoçSistem's fingerprint, including but not limited to its own characteristics, complexity, risks, risk appetite, governance, business lines, products and services, the industry sector, market competitiveness, regulatory landscape, potential customers and Business Partners, transactions with foreign governments, payments to foreign governments, use of third parties, gifts, travel and entertainment expenses, charitable contributions. Besides, while the purpose of such a compliance risk analysis is to address and take action in all relevant Compliance domains, based on their likelihood and impact, the following shall be prioritized:

- Anti-Bribery and Corruption

- International Sanctions
- Anti-Money Laundering
- Data Privacy
- Competition
- Human Rights

Koç Holding's Legal and Compliance Department monitors the Compliance risk analysis carried out by the KoçSistem and while evaluating the results, also takes into account the Koç Group's relevant indicators, internal audit reports and case-related investigations, Compliance cases and control results in order to identify potential compliance-related risks and take the necessary precautions.

4. COMPLIANCE PROGRAM

4.1. Main Components of the Compliance Program

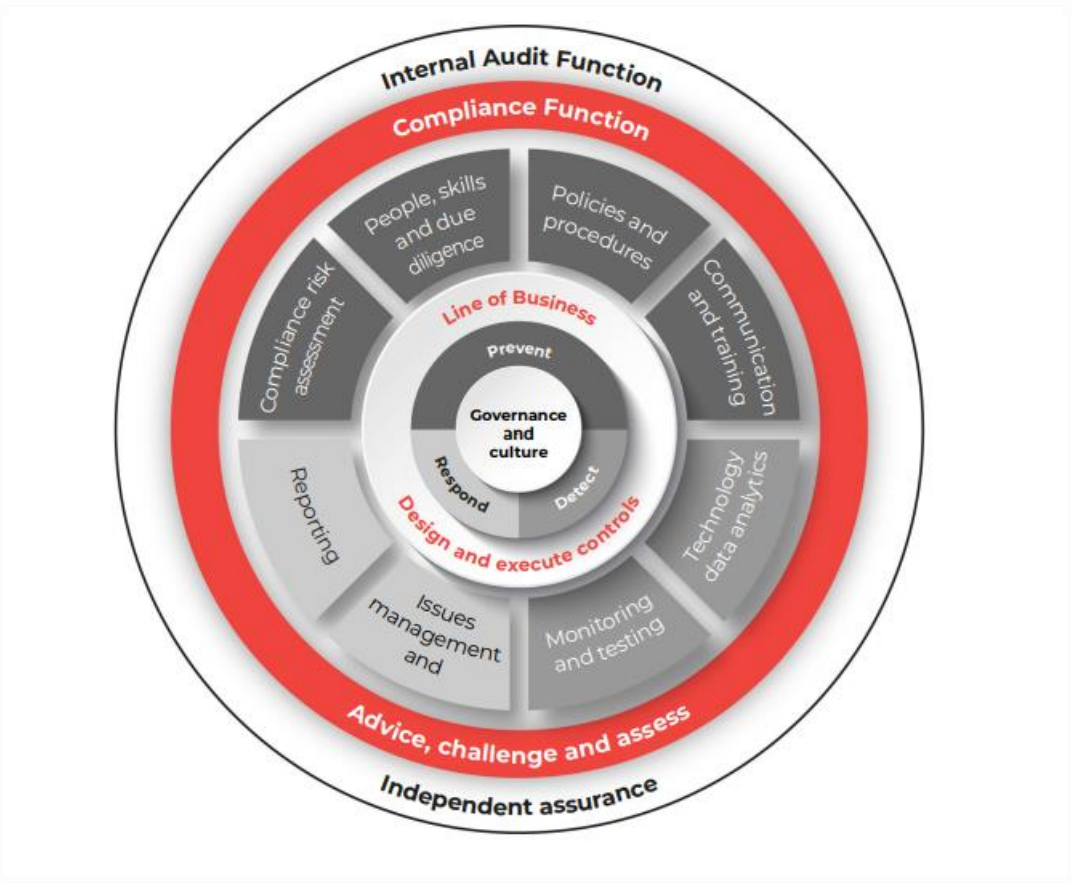
KoçSistem's Compliance Program ("Compliance Program") is a set of rules, policies and procedures aimed at addressing KoçSistem's compliance issues with a risk-based approach. It incorporates the corporate governance and compliance culture and written standards promoted by the top management, and monitored by the Legal and Compliance Department, with the participation of all employees.

The main operational pillars of the KoçSistem Compliance Program are as follows:

- Prevention
- Detection
- Response

The following illustration shows the components of the Compliance Program and its composition. This framework reflects the general approach and strategy towards Compliance, i.e. the Compliance Program of KoçSistem

Illustration I: The Compliance Program of KoçSistem



Prevention is managed through Compliance risk assessments, due diligence practices, written policies and procedures, communication and trainings. **Detection,** is supported by technology and data analytics as well as monitoring, testing and audit practices. **Response** involves investigations and reporting activities.

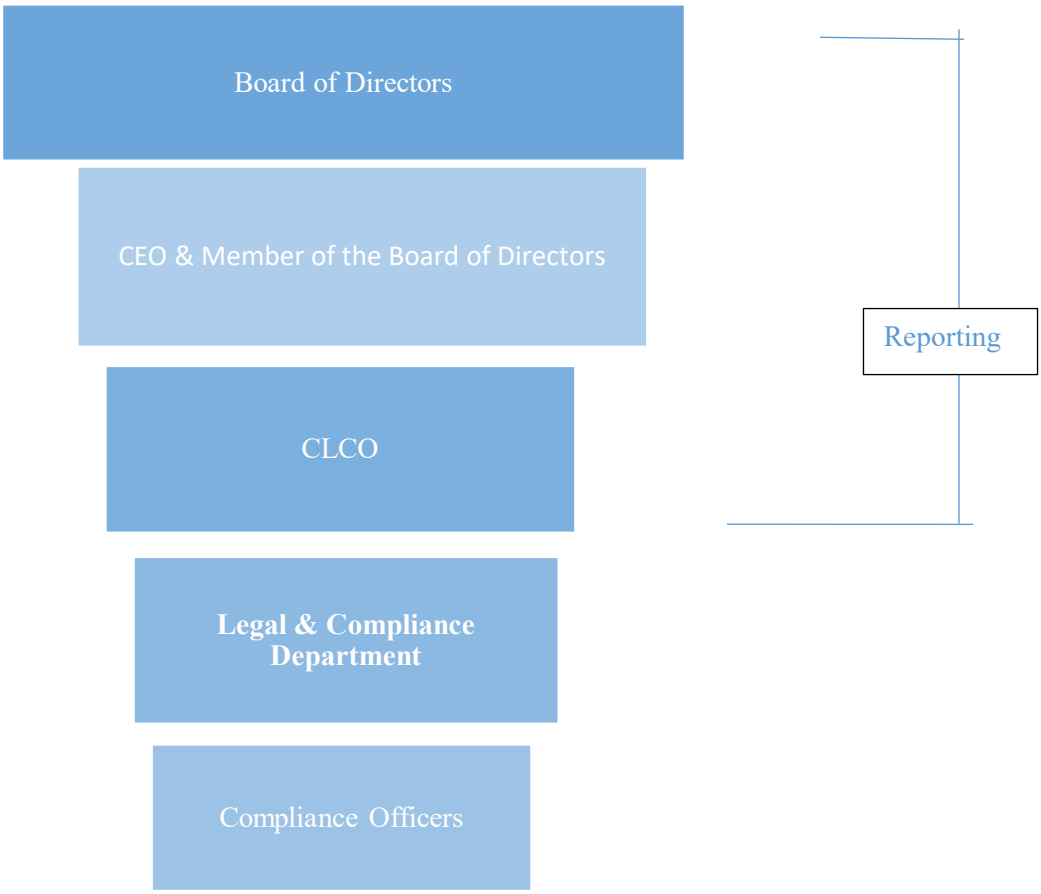
4.2. Compliance Organization

KoçSistem's approach to Compliance is shaped by the tone at the top, which demonstrates the importance that top management attaches to Compliance related issues. By applying the core values, generally accepted corporate governance and ethical standards, the top management sets an example for the entire organization and helps to embed Compliance in the culture, behavior and attitude of every member of KoçSistem.

A solid Compliance organization is the key to ensuring an effective Compliance structure. The Compliance organization refers to the leadership and organizational structure that is responsible and accountable for the decision-making, development, implementation, monitoring and supervision of the Compliance Program. Illustration II below shows the current Compliance organization of KoçSistem.

"The diagram below shows the Compliance organization at KoçSistem."

Illustration II: The Compliance Organization of KoçSistem



As shown above, the Compliance organization is fulfilled by:

- CLCO,
- KoçSistem Legal and Compliance Department,
- Compliance Committe;

is being conducted and carried out by

Considering the importance of top management's leadership on Compliance related issues, KoçSistem CEO and the Board of Directors have the overall responsibility to provide leadership on Compliance-related issues by monitoring the application of core values, generally accepted corporate governance and ethical standards.

In order to have a successful Compliance Program, the CLCO position shall have :

— **Empowerment:** Full and clear authority, C-level designation and authority to carry out his/her duties.
— **Independence:** While reporting directly to the Vice President of Finance, it also reports to the Board of Directors to maintain its independence.

— **Seat at the Table:** The CLCO attends the key meetings where all major business decisions are taken
— **Line of Sight**: The CLCO sets the standards in risk areas even if they are related and implemented by other business units
.— **Resources and Bugdet:** The CLCO has sufficient resources and budget to manage the Compliance Program.

The CLCO performs his/her duties with the support of the KoçSistem Legal and Compliance Department, and has the ultimate responsibility for the activities of the Koçsistem Legal and Compliance Department.
KoçSistem Legal and Compliance Department has 3 main functions: Functional Responsibilities, Monitoring and Line of Sight.

Functional Responsibilities cover the management of key risks identified through the Systematic Risk Analysis process, including but not limited to the following:

- Identifying and managing Compliance risk areas (including Business Partner risks);
- Ensuring that Compliance risks are classified and analyzed and prioritized based on the results,;
- Establishing and identifying the policies, procedures and controls that the organization must have in place to prevent, detect and manage the Compliance breaches;
- Providing or organizing ongoing training support for employees and conducting Compliance awareness campaigns to ensure that all employees are aware of what is expected of them in order to comply with KoçSistem policies;
- Establish a Compliance reporting and documentation system for the KoçSistem,
- Establishing Compliance performance indicators, monitoring and measuring the Compliance performance of KoçSistem;
- Analyzing the performance of KoçSistem to determine the need for corrective action plans;
- Ensure that the Compliance Program is reviewed at planned intervals,
- Ensure access to appropriate professional advice in the establishment and implementation and maintenance of the KoçSistem Compliance Program;
- Ensure that the Compliance policies, procedures and the other documents are appropriate and accessible to employees and Business Partners;
- Ensure that Compliance structures is applied uniformly and consistently throughout the KoçSistem.

Monitoring Responsibilities include the monitoring and review of certain Compliance risks that are considered to be the primary responsibility of other departments or units. These activities include but are not limited to the following:

- Promoting the inclusion of Compliance responsibilities in job descriptions and employee performance management processes,
- Developing and implementing processes to manage information such as complaints and/or feedback through the whistleblowing system and other mechanisms;
- Ensure that whistleblowing mechanisms are easily accessible, known and confidential;
- Ensure that only authorized persons have access to confidential documents related to the Compliance Program

Finally, **Line of Sight** means that the KoçSistem Legal and Compliance Department acts in an advisory capacity for all Compliance-related risks identified by the Systematic Risk Analysis

Given its role and responsibilities, the KoçSistem Legal and Compliance Department shall have sufficient and qualified resources and personnel, including Compliance Managers supported by the Compliance Officer(s), who are fully dedicated to the compliance matters

The Compliance Committee ("the Committee") aims to increase the efficiency of the Compliance structure by advising to the CLCO (and the Legal and Compliance Department). The Committee, which consists of the CLCO, the Human Resources (HR) Director, the CFO and other Presidents as appropriate, acts as an advisory body to assist the CLCO in the decision-making process as required.

4.3. Raising Concerns and Disciplinary Actions

4.3.1. Reporting and Whistleblowing

Any stakeholder or employee who witnesses or is aware of any act or misconduct inconsistent with the KoçSistem Code of Ethics, or who suspects such a situation, is expected to report his/her concerns to the relevant KoçSistem or Koç Holding through the Hotline at **koc.com.tr/ihbarbildirim** and **"koc.com.tr/hotline"**

The Hotline is designed to protect the whistleblowers' confidentiality and anonymity of the whistleblowers. It is essential that anyone reporting an incident feels comfortable and safe in raising their concerns and does not hesitate to do so. All complaints will be treated confidentially and whistleblowers who report in good faith will be protected from any Retaliation.

No action will be taken against anyone who reports in good faith, an action or behaviour that he/she believes/suspects to be a misconduct, even if the outcome of the investigation does not substantiate the relevant report. Those who deliberately make false reports may be subject to various disciplinary actions.

4.3.2 Investigations and Disciplinary Actions

All incidents reported through the Hotline or other channels will be reviewed to determine the need for an investigation. If an investigation is initiated, and a recommendation for disciplinary action is made as a result, the matter will be brought to the attention of the Disciplinary Committee of Koç Holding or the Ethics/Disciplinary Committee of KoçSistem, depending on the nature of the incident and the person under investigation. Disciplinary measures shall be taken on the basis of objective criteria. For those disciplinary matters that are to be reviewed by KoçSistem, the Disciplinary Committee has the authority to decide whether or not to take a disciplinary action and the nature of the disciplinary action.

5. AUTHORITY AND RESPONSIBILITIES

If you become aware of any action that you believe violates this Policy, applicable legislation, or the Koç Group or KoçSistem Code of Ethics, you may consult or report the matter to your supervisor. Alternatively, you may also report it in writing directly to KoçSistem Legal and Compliance Counsel, Internal Audit, or Human Resources departments via **koc.com.tr/ihbarbildirim**.

KoçSistem employees may contact the Legal and Compliance Department of KoçSistem for their questions regarding this Policy and its application.

6. REVISION HISTORY

This Policy entered into force with the Board of Directors' resolution dated 30.09.2021, and KoçSistem Legal and Compliance Counsel is responsible for its updates.

Revision	Date	Comment
No:1	01.09.2023	Definition of ''Business Partners'' is updated.