



ZER ANTI-BRIBERY AND CORRUPTION POLICY

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1. PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Corruption Policy ("the Policy") is to set principles and rules in relation to prevention of bribery and corruption. This Policy is a reflection of strong commitment Zer Merkezi Hizmetler ve Ticaret A.Ş. ("Zer") to fight against corruption and prohibition of bribery.

All employees and directors of Zer shall comply with this Policy, which is an integral part of the Koç Group Code of Ethics and Zer Code of Conduct¹. Zer expects and takes necessary steps to ensure that all its major shareholders and its Business Partners - to the extent applicable - complies with and/or acts in line with this Policy.

2. DEFINITIONS

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

"**Bribery**" refers to deriving benefit by giving, offering, promising or proposing anything of value to any public official (directly or to another person to be designated by him/her) to cause him/her to do or not to do any act as required by his/her job and by this way lead them to corruption with the aim of obtaining Improper Advantage over, or Corruptly Influencing a business transaction or relationship. "Anything of value" covers any form of benefit including but not limited to money, gifts, entertainment that:

- Affect or may affect impartiality, performance and ability to make decisions,
- May be reputation wise detrimental if it became public,
- Would be a breach of the applicable legislation,
- Can be perceived as bribery, or
- May correspond to a privileged treatment for carrying out a certain task.

"**Business Partner**" means suppliers, distributors, and any, representatives, subcontractors and consultants acting on behalf of the company.

"**Corruptly Influence**" means intent or desire to wrongfully influence and induce the recipient misuse his/her position.

"**Corruption**" means the abuse of entrusted power for private gain.

"**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 non-profit 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.

¹ For other relevant policies, please also see Zer Gifts and Entertainment Policy and Zer Donations and Sponsorship Policy.

“Facilitation Payments (or “facilitating”, “expediting”)” are unofficial, improper payments made to secure or accelerate a routine governmental transaction which the paying party is already entitled to.

“Government/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 political parties, political candidates, (domestic or in a foreign country),
- Any person who holds a legislative, administrative or judicial position, (domestic or in a foreign country),
- Judges, jury members, or other officials who work at domestic, foreign, international or supranational courts,
- Officials or representatives working at national, international parliaments or supranational organizations.
- Citizens or foreign arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

“Improper Advantage” is an advantage to which a party would not otherwise be entitled if the individual influenced by such party did not act in violation of his or her duty to enable such advantage.

“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.

“Politically Exposed Persons (PEP)”² refers to individuals who are or have been entrusted with prominent public functions, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials, senior management of the international organizations, persons with equivalent positions, and family members and close associates of such persons.

“Sponsorship” means contribution in money or in kind (including goods, or services, etc.) given to an entity or group, for staging an artistic, social, sports or cultural activity etc. in return for an institutional benefit reflected in the form of visibility to target audiences under a sponsorship agreement or whatsoever name, to the extent the nature of the relationship is as defined herein.

“The UN Global Compact”³ 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.

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

³ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

3. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Zer are responsible for complying with this Policy, implementing and supporting the Zer's procedures and controls in accordance with the requirements in this Policy. Zer 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 Zer operates, and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two shall supersede.

If you become aware of any action you believe to be inconsistent with this Policy, the applicable law or Koç Group Code of Ethics and Zer Code of Conduct, you may seek guidance or report this incident to your line managers. You may alternatively report the incident to Zer's Ethics Hotline via the following link: "<https://www.koczer.com/etik-hatti>"

Zer employees may consult the Zer Legal and Compliance Department for their questions related to this Policy and its application. Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by third parties, their contracts may be terminated.

Zer Legal and Compliance Department is responsible for updating the Policy.

4. GENERAL PRINCIPLES

Zer is committed to conducting business in conformity with the highest ethical standards. Accordingly, Zer complies with and acts in compliance with UN Global Compact's Principles, including the principle that businesses should work against corruption in all its forms.

Regardless of the local practices and regulations, Zer and its Business Partners do not tolerate any kind of Bribery, Corruption, Facilitation Payments, giving or receiving inappropriate gifts to anyone involved in Zer's business cycle.

No employee may directly, or indirectly through a Business Partner or any third party, give, receive or authorize a Bribe in any form.

Violation of ABC Rules may have severe consequences for Zer and its respective directors, officers and employees including imposition of civil and criminal penalties; invalidation of the licenses granted by public authorities; seizure of monetary and other assets; and most importantly, exposing Koç Group and Zer to significant reputational harm.

Violation of this Policy may also lead to disciplinary actions for employees, including dismissal. Furthermore, if the relevant actions are or may be deemed as a violation of applicable legislation, public authorities shall be notified by the Zer Legal and Compliance Department.

5. APPLICATIONS OF THE POLICY

5.1. Third Parties and Due Diligence

In order to minimize the risk of Bribery and Corruption, it is not tolerated to conceal the transactions under the guise of legitimate payments, such as commissions or consulting fees.

Accordingly, Zer engages with Business Partners, only if:

- the Business Partner is confirmed upon the completion of the Third-Party Due Diligence process;
- a written contract including appropriate terms to ensure compliance with applicable ABC Rules is in place; and
- terms of such contract including the payments terms are not unusual or significantly above the market value, resulting in an impression that there is an intent to conceal the underlying transaction.

5.2. Gifts And Entertainment

Any gift and entertainment provided or offered must meet the following criteria:

- Permitted by ABC Rules,
- Not cash or cash equivalent,
- Proportionate with and appropriate to the recipient's position and relevant circumstances,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- Not causing the perception of impropriety based on frequency of gifts given/received previously to show an intention to improperly influence the recipient of the gift.

All employees are required to seek guidance in case of doubt from Zer Legal and Compliance Department.

For details, please also see Zer Gifts and Entertainment Policy.

5.3. Donations to Political Parties

It is strictly prohibited to make any political contributions on behalf of Zer as Donation or under any name whatsoever.⁴

5.4. Sponsorships and Donations

Influencing a Public Official/PEP (or other parties as may be specified in relevant legislation applicable to Zer in jurisdictions where they operate) to commit a Corrupt Act by providing a grant, a Donation, or Sponsorship in exchange for any improper favor or benefit, is prohibited. Donations and Sponsorships should only be made/provided in line with rules and principles set forth in Zer Donations and Sponsorship Policy.⁵

5.5. Facilitation Payments

Zer has a zero-tolerance approach towards Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of Zer.

⁴ Please see Zer Donations and Sponsorship Policy for further details.

⁵ Please see Zer Donations and Sponsorship Policy for further details.

5.6. Hiring or Engaging with Public Officials or PEPs

Employment decisions must be based on virtue and should never be used to Corruptly Influence a Public Official or gain Improper Advantage.

Public Officials or PEPs can only be hired or engaged with to perform a service if and when the following criteria are met:

- There is a legitimate business purpose,
- The employment of the person does not lead to any improper appearance, indicating any opinion that the person is hired in exchange for a business advantage or improper action,
- The person to be employed has sufficient qualifications required for the relevant position when reviewed objectively, and
- The compensation and benefit package are in conformity with the work and person's qualifications.

5.7. Training And Monitoring

- Under this Policy, Zer Legal and Compliance Department is responsible for: in coordination with Legal and Compliance Department in Koç Holding, reviewing the content of this Policy and trainings and monitoring the completion of the trainings provided to the personnel on annual basis,
- providing Legal and Compliance Department in Koç Holding with an annual reporting in relation to training activities in the set format,
- if necessary, adapting this Policy to the needs of Zer and drafting the associated procedures.

5.8. Transparency and Accuracy of Books and Records

Books and records must be kept in an accurate, transparent, complete and timely manner and reflect all transactions in the accounts in accordance with the applicable laws, and standards.

Transactions must have full and clear explanations and be maintained with supporting documentation (invoice, etc.) where required. 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 transactions, not recording the assets and falsifying or abusing the recorded transactions is totally unacceptable.

Records must be periodically subjected to risk-based audits.

Zer Financial Affairs Department shall be responsible for keeping and maintaining transparency and accuracy of books and records.