

**Otokar Otomotiv ve Savunma Sanayi
Anonim Őirketi**

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 Koç Group Code of Ethics and Otokar Otomotiv ve Savunma Sanayi Anonim Şirketi Code of Ethics is to set the principles and rules for the conduct of all activities within Otokar Otomotiv ve Savunma Sanayi Anonim Şirketi (“**Otokar**” or the “**Company**”) in compliance with competition law. This Policy aims to ensure that all processes and practices of Otokar and its affiliated companies comply with competition law and to raise awareness on competition law. This Policy is an indication of importance that Otokar acts in accordance with competition law while conducting its commercial activities and relations with competitors.

All employees, directors, officers of Otokar 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

“**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.

“**Anti-Competitive Agreement**” refers to express or implied anti-competitive agreements or practices between undertakings, which may be written or oral, and cover issues; in horizontal relations such as, price determination, determination of production amount, market and customer sharing; in vertical relations with members of distribution chain (dealers, authorized services etc.) such as resale price maintenance or market restrictions; and in human resources practices such as no-poaching and wage-fixing agreements.

“**Business Partners**” includes suppliers, dealers, authorized services; all kinds of representatives, subcontractors and consultants acting on behalf of the company.

“**The Company's Competition Compliance Officer**” refers to a member of Legal Team appointed by Otokar to assist directors and employees in complying with this Policy.

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

“**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.

“**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.

“**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.

“**Koç Group**” refers to all companies controlled directly or indirectly by Koç Holding A.Ş., individually or jointly, and the Joint Ventures included in the consolidated financial report of Koç Holding A.Ş.

“**Otokar and Its Affiliated Companies**” refers to all companies controlled directly or indirectly by Otokar, individually or jointly, and the Joint Ventures included in the consolidated financial report of Otokar. The principles set out under this Policy for Otokar, its directors, its employees and its Business Partners, shall also be applicable to the affiliated companies, their directors, employees and Business Partners. The term “**Otokar**” whenever used under this Policy shall be read and interpreted as to include its affiliated companies.

“**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.

3. GENERAL PRINCIPLES

Otokar employees and Business Partners are expected to carry out their business in accordance with the law in countries where they operate, the Koç Group Code of Ethics, Otokar Code of Ethics and this Policy. Acting in accordance with competition law regulations is a crucial part of the duties and jobs of all managers and employees.

Otokar,

- 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, Otokar 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 Competitively Sensitive Information with competitors in terms of competition law and to act carefully regarding the Abuse of Dominant Position.

Violation of this Policy may result in serious consequences, for Otokar and Its Affiliated Companies, managers, employees and its Business Partners, including legal, administrative and criminal sanctions depending on the legislation in the region of operation, and most importantly, this may seriously damage to the reputation of the Koç Group and Otokar.

4. APPLICATION of the POLICY

4.1 Rules to Be Considered in Relationships 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.

Regardless of the communication media and including personal communication devices, attention should be paid to the language used in in-company correspondence and interaction with competitors, imprecise expressions that may cause a negative perception of existence of

Anti-Competitive Agreements or Concerted Practices should be avoided and Competitively Sensitive Information must not be shared with them.

Particular attention must be paid in any contact with the employees of competitors. In meetings where competitors come together such as associations, councils, trade associations; in the case of anti-competitive speeches by others, such sharing must be immediately warned, if the speeches continue the meeting must be abandoned and this situation must be recorded. The Company's Competition Compliance Officer and/or Legal Team of the Company must be informed concerning what needs to be done afterwards.

The Company's Competition Compliance Officer and/or Legal Team must be consulted before responding to requests from competitors that carry the risk of violation of competition rules; it must not be kept silent and the parties should be informed, based on the assistance of the Company's Competition Compliance Officer, in written that such requests are not compatible with competition rules, the request cannot be answered positively, and the Company cannot be a party to such an agreement.

Information regarding competitors; could be, in accordance with the law, obtained from publicly available sources such as press releases, public annual reports, official records, trade journals, speeches by company executives. If these sources which contain information about competitors in presentations, reports and similar documents prepared by the Company are used; the legitimate source of this information must be clearly and explicitly stated.

4.2 Rules to Be Considered in Case of Dominant Position

Otokar may have a Dominant Position in the different markets in which it operates. In this case, employees carefully carry out their activities in accordance with the requirements of the Dominant Position. Although the determination of dominant position is evaluated separately for each market based on the market shares of undertakings, competitors and some specific factors, Otokar should avoid the following practices that can be regarded as an abuse if they are in a position that can be considered as dominant in a market in which it operates:

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

4.3 Rules to Be Considered in Relationships with Customers, Dealers and Suppliers

Employees and managers of Otokar 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 change in control of a company in whole or in part (through the purchase of shares or assets), or the establishment of a joint venture may, in certain conditions, be subject to the permission of the competition authorities. The transaction that are subject to notification are completed without the authorization of competition authorities; this creates a risk that the transaction could be legally invalid and/or administrative fines are imposed. In the preliminary stages of a planned merger, acquisition or joint venture transactions by Otokar, before signing any contract or a written commitment, the Company's Competition Compliance Officer, Otokar Legal Team and Koç Holding Legal and Compliance Department must be informed in order to carry out the necessary assessment.

4.5 Use of Press, Media and Other Social Communication Channels

Employees and managers of Otokar act very carefully in their posts in press, social media and other communication channels as a part of compliance with the Policy. In terms of exchanging Competitively Sensitive Information with competitors, these channels are places to be extremely crucial. Otokar and affiliated companies should avoid, through such channels, sharing one-sided information with competitors such as future price, stock and campaigns that may be qualified as Competitively Sensitive Information.

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

In case of an on-site competition law inspection concerning Otokar, it is crucial, to cooperate with the officials of competent authority in charge of competition compliance within the country of operation ("**Competition Authority**"), to avoid any acts constituting hindrance of inspection such as hiding or wiring out data, and not to impede Competition Authority officials' legitimate requests within their authority. Severe administrative and legal sanctions may be imposed in cases where the on-site inspections are hindered or complicated. The following issues should, however, be considered in order to protect the rights of Otokar during on-site inspections:

- 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.

- Immediately contact the Company’s Competition Compliance Officer and/or Legal Team of the Company, as well as Koç Holding Legal and Compliance Department.
- Direct officials of Competition Authority without delay to the person they request to see, and to Company’s Competition Compliance Officer and/or Legal Team of the Company.

If Competition Authority officials request information or ask questions by ways of phone/email etc., direct immediately their call to the Company’s Competition Compliance Officer and/or Legal Team.

4.7 Training and Monitoring

Otokar is required to abide the following provisions:

- Regularly provide the necessary trainings on competition law to all employees,
- Adapt this Policy, if necessary, according to the needs of the Company and to prepare the necessary procedures.

The Company’s Competition Compliance Officer and/or Legal Team:

- Reviews the content of the Company’s own procedures and trainings, and monitors their completion status, in coordination with Koç Holding Legal and Compliance Department, submits an annual training report to the Koç Holding Legal and Compliance Department.

5. AUTHORITY and RESPONSABILITIES

All employees and directors of Otokar are responsible for complying with this Policy, implementing and supporting the relevant company procedures and controls in accordance with the requirements in this Policy. Otokar 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 Otokar 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.

Where there is uncertainty regarding this Policy or competition legislation, and in any case before entering into the relevant transaction, Otokar directors and employees should consult with the Company’s Competition Compliance Officer and/or Legal Team. 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 Otokar Code of Ethics, you may seek guidance or report this incident to your line managers. You may alternatively report the incident to “<https://www.otokar.com.tr/contact/contact-form>” or to Koç Holding’s Ethics Hotline via the following link: “[koc.com.tr/hotline](https://www.otokar.com.tr/hotline)”.

Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by Business Partners, their contracts may be terminated.

6. REVISION INFORMATION

This Policy takes effect as of the resolution of Board of Directors dated __/__/2021, which bring this Policy into force and maintained by the Company’s Competition Compliance Officer and/or Legal Team.

Revision	Date	Comment