

**OTOKAR OTOMOTİV ve SAVUNMA SANAYİ A.Ş.**

**Compliance Policy**

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## 1. PURPOSE AND SCOPE

The purpose of this Compliance Policy (“**Policy**”) is to establish a customized, comprehensive and effective compliance framework for Otokar Otomotiv ve Savunma Sanayi A.Ş. (“**Otokar**” or the “**Company**”), and to demonstrate Otokar’s commitment to compliance with laws and regulations, internal policies, good corporate governance practices and ethical rules.

All employees, directors and officers of Otokar shall comply with this Policy, which is an integral part of the Koç Group and Otokar 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.

“**Legal and Compliance Executives**” are primarily responsible for managing and overseeing the Compliance Program for Otokar.

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

“**Compliance Program**” shall have the meaning assigned to this term in Section 4.1.

“**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.

“**Koç Holding**” means Koç Holding A.Ş.

“**Otokar**” means companies which are controlled directly or indirectly, jointly or individually by Otokar Otomotiv ve Savunma Sanayi A.Ş., and the joint venture companies listed in its latest consolidated financial report. The principles set out under this Policy for Otokar, its directors, employees and Business Partners shall also be applicable to the affiliated companies, their directors, employees and Business Partners.

“**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.

“**Risk Management Committee**” is established for the purpose of early diagnosis of the risks that may endanger the existence, development and continuity of Otokar to implement measures, manage and report these risks in line with Otokar’s corporate risk-taking profile, and to make suggestions to the board of directors of Otokar, about developing and integrating internal control systems.

“**Systematic Risk Analysis**” is a process to identify, assess and monitor the principal compliance risks that Otokar faces as a business.

### **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.

Otokar'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 Otokar, Legal and Compliance Department, 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 Otokar'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 Otokar 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**

Otokar's Compliance Program ("**Compliance Program**") is a set of rules, policies and procedures aimed at addressing Otokar's compliance issues with a risk-based approach.

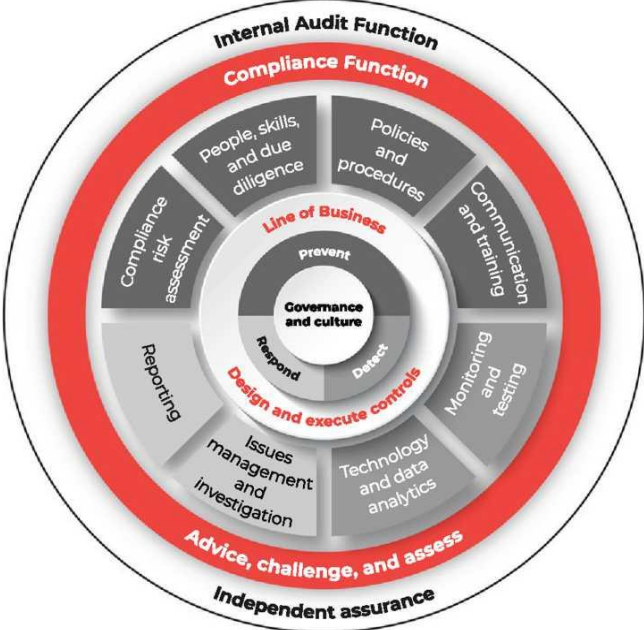
It incorporates the corporate governance and compliance culture and written standards promoted by the top management, and monitored by the Legal and Compliance Department, with the participation of all employees.

The main operational pillars of the Otokar 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 Otokar.

*Illustration I: The Compliance Program of Otokar*



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.

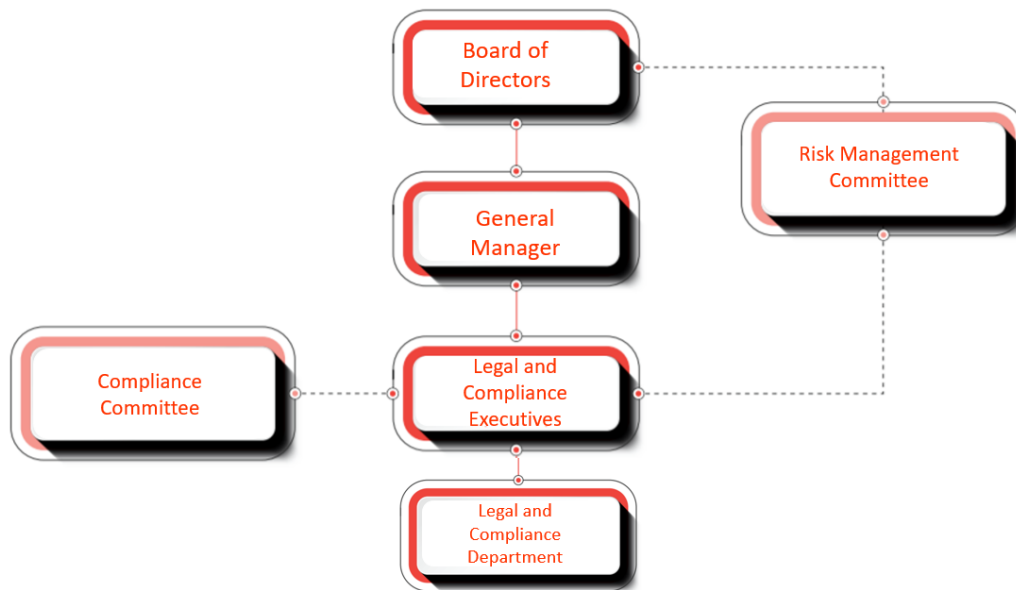
**4.2. Compliance Organization**

Otokar’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 Otokar.

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 below shows the current Compliance organization of Otokar.

**Illustration II: The Compliance Organization of Otokar**



As shown above, the Compliance organization is fulfilled by:

- Legal and Compliance Executives
- Legal and Compliance Department
- Compliance Committee
- Risk Management Committee

Considering the importance of top management's leadership on Compliance related issues, Otokar General Manager 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 Legal and Compliance Executive position shall have:

- Empowerment: Full and clear authority, C-level designation and authority to carry out his/her duties.
- Independence: In order to maintain its independence, the Legal and Compliance Executive reports to the Board of Directors through the Risk Committee, while directly reporting directly to the General Manager.
- Seat at the Table: The Legal and Compliance Executive attends the key meetings where all major business decisions are taken.
- Line of Sight: The Legal and Compliance Executive sets the standards in risk areas even if they are related and implemented by other business units.
- Resources: The Legal and Compliance Executive has sufficient resources to manage the Compliance Program.

The Legal and Compliance Executive performs his/her duties with the support of the Legal and Compliance Department, and has the ultimate responsibility for the activities of the Legal and Compliance Department.

The Legal and Compliance Department has three 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 Otokar policies,
- Establish a Compliance reporting and documentation system for the Otokar,
- Analyzing the performance of Otokar 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 Compliance Program,
- Ensure that the Compliance policies, procedures and the other documents are appropriate and accessible to employees and Business Partners,
- Ensure that Compliance structure is applied uniformly and consistently throughout the Otokar.

**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.

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

Considering its roles and responsibilities, Legal and Compliance Department shall have sufficient and qualified resources and staff, including Compliance Officer/s, who are fully dedicated to the compliance matters.

**The Compliance Committee** aims to increase the efficiency of the Compliance structure by advising to the Legal and Compliance Executives. The Committee, which consists of the Legal and Compliance Executives, Human Resources Director, Deputy General Manager of Financial

Affairs, Information Technologies and Digital Transformation Director and other managers or directors in case of necessity, acts as an advisory body to assist the Legal and Compliance Executives in the decision-making process as required.

**The Risk Management Committee** consists of at least two non-executive members of the Board of Directors. In this respect, the Committee acts as a link between the Legal and Compliance Department and the Board of Directors.

### **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 Otokar Code of Ethics, or who suspects such a situation, is expected to report his/her concerns through the Hotline at "[koc.com.tr/hotline](http://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 Ethics Committee of the Otokar, depending on the nature of the incident and the person under investigation. Disciplinary measures shall be taken on the basis of objective criteria.

## **5. AUTHORITY AND RESPONSIBILITIES**

If you become aware of any action that you believe is inconsistent with this Policy, the applicable law or the Koç Group and Otokar Code of Ethics, you may seek guidance or report the incident to your line manager. Alternatively, you may report the incident to Koç Holding's Ethics Hotline via the following link: "[koc.com.tr/hotline](http://koc.com.tr/hotline)"

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



**6. REVISION HISTORY**

This Policy takes effect on September 28, 2021, as of the date approved by the Otokar Board of Directors and will be maintained by the Legal and Compliance Department.

<b>Revision</b>	<b>Date</b>	<b>Comment</b>
No:1	03.04.2024	Definition of “Business Partners” is updated.