



KOÇZER

SANCTIONS AND EXPORT

CONTROLS POLICY

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1. PURPOSE AND SCOPE

The purpose of this Sanctions and Export Controls Policy (the "**Policy**"), is to set out the rules to be considered by the Zer Merkezi Hizmetler ve Ticaret A.Ş. ("KoçZer") in order to assist them in complying with the economic sanctions and export control obligations.

When applicable to its businesses, it is one of the main principles of KoçZer to fully comply with the economic sanctions administered by: the Republic of Turkey, the United Nations (the "**UN**"), the United States Government (the "**US**") and the European Union (the "**EU**"), (respectively, "**Turkey Sanctions**", "**UN Sanctions**", "**US Sanctions**" and the "**EU Sanctions**") as well as the economic sanctions and export controls administered by other jurisdictions, (collectively, the "**Sanctions**").

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

2. DEFINITIONS

"**Business Partners**" means suppliers, distributors, authorized service providers, and any representatives, subcontractors and consultants acting on behalf of the company.

"**Embargo**" means a general term that is used as a government prohibition against the export or import of all or certain products to a particular country for economic or political reasons.

"**EU Sanctions**" means the Sanctions adopted by the EU Council and implemented by the member countries.

"**Export Control Regulations**" means the laws and regulations that regulate and restrict the import, export and re-export of technologies, information, goods and services for reasons of commerce, foreign policy and national security.

"**International Organization**" means an organization with an international membership, scope, or presence.

"**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.

"**Money Laundering**" means the integration of criminal proceeds in the finance system as if they were acquired legitimately, i.e. disguising their illegal source.

“**OFAC**” means the Office of Foreign Assets Control of the United States Department of the Treasury.

“**Sanctions Target**” means;

- Any individual, entity vessel or government which is a designated target of Sanctions (“**Listed Persons**”) (e.g., those listed in OFAC, Specifically Designated Nationals and Blocked Persons (“SDN”) list);
- Companies owned at the rate of 50% or more, directly or indirectly, by a Listed Person;
- Individuals or companies that are resident, incorporated, registered or located in countries or territories such as Crimea, Cuba, Iran, North Korea and Syria that are subject to a comprehensive country or territory-wide Sanctions as of the approval date of this Policy (i.e., the “**Embargoed Countries**”), and
- Persons or companies owned or controlled by, or operating as agents of, the governments of Embargoed Countries or the Government of Venezuela¹.

“**Turkey Sanctions**” refers to the sanctions and embargoes that are imposed by the Republic of Turkey and administered by the Ministry of Foreign Affairs.

“**UN Sanctions**” refers to economic sanctions imposed by the United Nations Security Council and implemented by U.N. member countries. All U.N. members are obliged to obey U.N. sanctions.²

“**US Sanctions**” means the Sanctions implemented by the U.S. Federal Government, states and bodies.

3. AUTHORITY AND RESPONSIBILITIES

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

If there is a discrepancy between the local regulations applicable in the countries where KoçZer 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 or KoçZer Code of Conduct, you may seek guidance from or report this incident to your line managers. You may alternatively report the incident to KoçZer’s Ethics Hotline via the following link: “<https://www.koczer.com/etik-hatti>”

¹ Applicable as of the approval date of this Policy.

² <https://www.un.org/securitycouncil/sanctions/information>

KoçZer employees may consult KoçZer 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 expected to act in line with this Policy, their contracts may be terminated.

KoçZer Legal and Compliance Department is responsible for updating this policy.

4. GENERAL PRINCIPLES

Governments and International Organizations may limit the transfer or procurement of certain goods and services, technical data, information, materials and technology in accordance with the Sanctions and Export Control Regulations. Economic, full or partial Embargoes may be imposed on certain countries, organizations or individuals for political, military or social reasons.

As a globally acting enterprise, KoçZer aims to take effective and necessary precautions to manage the risks pertaining to the Sanctions and Export Control Regulations.

Products and services of the KoçZer must not be traded, directly or indirectly, with Sanctions Targets or the Embargoed Countries. In case the relevant business units have any doubt; or in exceptional situations (e.g., transacting with a party which is included in the *Sectorial Sanctions Identifications List* ("SSI") subject to certain conditions; transacting with an Embargoed Country, in a sector which is not subject to Sanctions, etc.), approval of KoçZer Legal and Compliance Department shall be sought to ensure that the prospective transaction does not violate applicable Sanctions or otherwise expose KoçZer to any Sanctions risk.

It is of utmost importance to KoçZer to comply with any laws and regulations applicable to it, including Export Control Regulations and Sanctions, in the countries in which it operates and to fulfil its contractual obligations. For this reason:

- Unless the necessary arrangements are made and the required licenses are obtained³ any activity subject to Sanctions or any activity that constitutes a breach of applicable Export Control Regulations must be ceased;
- Third Party Due diligence procedures must be performed in order to determine whether a third party is subject to the Sanctions;
- Ongoing monitoring must be performed at a frequency determined according to the result of the Third Party Due Diligence procedures. If a transaction or activity is determined to be a prohibited transaction or any activity subject to Sanctions or constitute a breach of applicable Export Control Regulations, during the ongoing monitoring, the related transaction or activity should be ceased immediately and KoçZer Legal and Compliance Department should be informed.

³ The licenses must be obtained for at least 10 years unless otherwise stated in the relevant regulations.

Payments and collection of revenues must be made and recorded to the books in accordance with laws and regulations of the countries in which KoçZer conducts its business activities. KoçZer shall not be involved in Money Laundering, terrorist financing and the financing of mass destruction weapons activities. For such purpose, KoçZer must:

- Know who its customers and Business Partners are;
- Comply with applicable laws, regulations, KoçZer Code of Conduct and the related policies;
- Always ensure the accuracy in financial and commercial records;
- Keep records of all its activities in a safe and proper manner;
- Perform Third Party Due Diligence procedures in compliance with applicable regulations.

Failure to comply with this Policy could lead to, but is not limited to, the following:

- Imprisonment of employees (as a result of violation of certain Sanctions);
- Significant financial penalties for both KoçZer and employees;
- Adverse public reputation;
- Loss of business
- Termination of agreements;
- Poor access to international financing;
- Credit recall;
- Seizure of Koç Group's assets.

5. APPLICATION OF THE POLICY

Within the scope of the due diligence procedures, Denied Party Screening ("**DPS**") must be conducted via the screening tool used for the Third Party Due Diligence, before any engagement with a new Business Partner or other third party, in compliance with the applicable regulations. This is to determine whether KoçZer 's counterparty is a Sanctions Target. While performing the due diligence activities, global sanctions lists should be screened together with the domestic lists.

Due diligence procedures must be conducted not only prior to any engagement but also during the course of the business relationship on a periodical basis. If red flags (such as the risk of transactions with the Sanctions Targets, Money Laundering activities, etc.) are detected by the relevant departments at any time, KoçZer Legal and Compliance Department must be informed immediately. The compliance officer performs enhanced due diligence activities and informs the related business unit about the precautions to be taken including but not limited to the termination of the business relationship or cancellation of agreements. In case of doubt, the business units or the compliance officers shall consult with the Legal and Compliance Department of Koç Holding.

KoçZer must ensure that the contracts with Business Partners and other third parties include necessary clauses to ensure that the relevant counterparty understands and will comply with

this Policy.

6. US PERSON INSULATION

Employees who are US Persons must not participate in any transaction involving an Embargoed Country even if the relevant transaction is pre-approved by the Legal and Compliance Department.

"US Persons" includes anyone while in the United States; any US citizen or green card holder, wherever located (including dual nationals of the US and another country); any US-incorporated entity, or anyone employed by a US entity, as well as US-owned or controlled non-US entities. For more information regarding insulation of US Persons, Legal and Compliance Department in Koç Holding may be contacted.

7. REQUEST FOR INFORMATION

KoçZer may receive Requests For Information ("RFI") regarding certain transactions, counterparties, etc. from corresponding or counterparty banks via email, fax or other means. Any employee that receives a Sanctions-related RFI should immediately forward the RFI to the Legal and Compliance Department for review. Responses to the RFIs must address the entire request, be accurate and not misleading.

All documents related to RFIs, including all relevant internal correspondence, documentation evidencing the approval of the RFI response by the Legal and Compliance Department and any other documentation related to the handling of the RFI must be saved and archived in an electronic format.

In case of doubt, Koç Holding Legal and Compliance Department may be contacted.