



KOÇZER
DONATION AND SPONSORSHIP
POLICY

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1. PURPOSE AND SCOPE

The purpose of this Donation and Sponsorship Policy (the “**Policy**”) is to set standards, principles and rules to be complied with, while making donations and providing sponsorships in Zer Merkezi Hizmetler ve Ticaret A.Ş. (“KoçZer”). In line with our strong belief that contributing to the community is the vital foundation for building successful business, KoçZer sees donations and sponsorships as a way to support the communities in jurisdictions where it operates.

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

2. DEFINITIONS

“**Business Partners**” include suppliers, any representatives, subcontractors and consultants acting on behalf of the company.

“**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 nonprofit 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.

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

“**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.

3. AUTHORITY AND RESPONSIBILITIES

All employees and directors of KoçZer are responsible for complying with this Policy, implementing and supporting the relevant 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 complies 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 Code of Ethics or KoçZer Code of Conduct, you may seek guidance

¹ For other relevant policies, please refer to KoçZer Investments Policy, Anti-Bribery and Corruption Policy, and Gifts and Entertainment Policy.

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>"

KoçZer employees may consult the 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 who are expected to act in line therewith, their contracts may be terminated.

4. GENERAL PRINCIPLES

While making Donations and providing Sponsorships, KoçZer ensures that:

- it complies with its articles of association, and the restrictions and limits set forth by its General Assembly and/or the Board of Directors or similar representative body;
- it complies with all applicable legislation in the jurisdictions where it operates; including but not limited to relevant capital markets legislation, commercial code, and tax laws to the extent applicable;
- it is not in conflict with the values or business interests of KoçZer and is in conformity with the principles described herein and in the Koç Group Code of Ethics and KoçZer Code of Conduct;
- is properly documented in accordance with the legislation.

Donation and the Sponsorship should also:

- not seek obtaining an improper advantage or benefit or used for the purpose of any form of corruption;
- not be offered in connection with any commercial opportunity (winning a tender, ensuring contract renewal, etc.);
- not be made for political purposes to provide benefit to any politician, political party, municipality or government official, either directly or indirectly via third party²;
- not be for the benefit to any entity or organization, which discriminates, based on ethnicity, nationality, gender, religion, race, sexual orientation, age or disability;
- not be directly or indirectly used for human or animal rights' violations, promotion of tobacco, alcohol and illegal drugs and damaging the environment.

5. APPLICATION OF THE POLICY

In the case of a Donation or a Sponsorship transaction by KoçZer for the first time in favor of a third party, prior to execution of an agreement or an undertaking for this purpose, the

² Please refer to KoçZer Code of Conduct and the Anti-Bribery and Corruption Policy.

following steps should be completed by the authorized persons according to the signature circular and articles of association of KoçZer:

Making donations to Vehbi Koç Foundation which is constituted within Türkiye Eğitim Vakfı for supporting social opportunity and gender equality is preferred over the gifts to be given by all KoçZer employees.

- If initiated by a department other than the department responsible for brand communication and sponsorships, a written proposal containing a description of the planned use for the funds and information regarding the relevant entity (name, address, senior management) shall be submitted to the Human Resources and Corporate Communication Department of KoçZer for a corporate image and brand impact assessment. If the outcome of their evaluation is positive, then:
- In case of donation is less than TL 5,000 (five thousand Turkish Lira) the Human Resources and Corporate Communication Department evaluate it and if the outcome is positive then shall submit the proposal for final approval of the management or the board in line with the signature circular of the KoçZer.
- Human Resources and Corporate Communication Department shall share the list of donations which are less than TL 5,000 upon demand of Legal and Compliance Department.
- In case of donations more than TL 5,000 (five thousand Turkish Lira), the Human Resources and Corporate Communication Department shall share the proposal with the Legal and Compliance Department for an enhanced due diligence³;
- Subject to the outcome of the due diligence being positive, the relevant Donation or Sponsorship shall be submitted for final approval of the management or the board in line with the signature circular of the KoçZer;
- Any Donation or Sponsorship that may have a material impact over Koç brand and corporate image of Koç Group shall also be notified to Koç Holding Corporate Brand Communications and Sponsorship Department prior to board approval or execution in addition to the processes described above;
- For sponsorships, the parties shall enter into a written agreement detailing all the conditions;
- For sponsorships, sponsored entity must provide the Human Resources and Corporate Communication Department post-event documentation (i.e. photos, videos, reports, etc.) or any other documents or materials evidencing compliance with the sponsorship agreement as soon as practically possible after the completion of the sponsored event or project (If the sponsored event is a recurrent event, the sponsorship agreement shall set forth the content and the frequency of reporting;)

³ Due diligence shall be conducted as per Koç Group Sanctions and Export Control Policy and Anti-Bribery and Corruption Policy. To the extent required, relevant documentation shall be shared with other departments (including legal, tax and capital markets compliance review).

- Supporting documents such as receipts and invoices must be kept by the accounting department and transactions must be booked in accordance with the relevant legislation;
- All Donations and Sponsorships shall be notified to the KoçZer Legal and Compliance Department as explained above;
- Due Diligence, approval, execution and follow-up processes shall be documented to be used for audit and compliance review where necessary; and
- A report listing Donation and Sponsorship activities (including purpose, entity and due diligence results) shall be sent to Legal and Compliance Department in Koç Holding, on an annual basis.