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**KOÇZER**  
**GIFT AND ENTERTAINMENT**  
**POLICY**

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**1. PURPOSE AND SCOPE**

The purpose of this Gifts and Entertainment Policy (“**the Policy**”) is to set standards and rules to be complied with while giving and accepting gifts, entertaining guests or accepting an entertainment, etc. on behalf of Zer Merkezi Hizmetler ve Ticaret A.Ş. (“KoçZer”).

All employees and directors of KoçZer shall comply with this Policy, which is an integral part of the Koç Group Code of Ethics and KoçZer Code of Conduct. KoçZer 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.

**2. DEFINITIONS**

Please refer to KoçZer Anti Bribery and Corruption Policy for the undefined terms used in this Policy.<sup>1</sup>

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

“**Cash Equivalent**” includes but not limited to money in cash, gift certificates, gift cards, discounts, securities, gold coins or fuel coupons or similar ticket compliments with a specified value.

“**Entertainment**” consists of meals, short or long-term lodging and accommodation, travel and transportation, sporting and cultural or other social events.

“**Gift**” means any item or benefit of value, given or received whether directly or indirectly through agents, such as discounts, gift cards, promotional product, promise of employment, cash, loans, memberships, services, privileges.

“**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 judicial officials who work at domestic, foreign, international or supranational courts,
- Officials or representatives working at 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.

“**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)**”<sup>2</sup> 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,

<sup>1</sup> Please refer to KoçZer Anti Bribery and Corruption Policy for details.

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

managers working at international organizations and associations, persons with equivalent positions, and family members and close associates of such persons.

### 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 comply with and/or act 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 prevail.

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 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 in KoçZer 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.

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

### 4. GENERAL PRINCIPLES

Gifts and Entertainment are commonly used in building and reinforcing business relationships. However, these are legitimate tools only if they are in accordance with the following criteria:

- reasonable, occasional and with a modest value,
- recorded in the books and records in an accurate and transparent manner,
- in accordance with the generally accepted business practices (no intentions of Bribe<sup>3</sup> and not qualifying as commission/share),
- consistent with applicable legislation.

Any Gift or Entertainment should be provided or accepted in goodwill. The intentions, implications and impacts of Gifts and Entertainments should be carefully evaluated. In this respect, employees should take care that providing or accepting the particular Gift or Entertainment:

- does not influence decision-making of KoçZer or third parties and does not lead to such a perception.
- does not detriment KoçZer if it becomes public knowledge.
- does not lead to any conflict of interest.

All Gifts and Entertainment activities must be in accordance with the principles given above as well as the limits and detailed procedures given throughout this Policy.

<sup>3</sup> Please refer to KoçZer Anti Bribery and Corruption Policy for details.

Gift or Entertainment activities (including descriptions, approval processes) must be documented properly and the related transaction must be accurately and transparently recorded to the books and records. Financial Affairs Department is responsible for accurately and transparently recording expenses that arise from gifts and entertainment activities.

Employees should request guidance from the officer or department in charge of compliance in a case of doubt as to the appropriateness of offering or accepting a gift or entertainment.

## **5. APPLICATION OF THE POLICY**

### **5.1. Gifts**

KoçZer employees must not offer or accept Gifts as cash or cash equivalent or given in the form of services as well as other non-cash benefits such as promotions, memberships, promise of employment or other forms of favors. KoçZer employees are allowed only to offer or accept the type of foods which can be offered or accepted in line with custom, tradition or business practices.

Gifts which may negatively impact fair and unbiased judgment or contrary to commonly accepted business practices must be rejected and giving such gifts to third parties must be avoided.

KoçZer Legal and Compliance Department may be consulted while offering or accepting a Gift, in case of any doubt as to whether a Gift is considered customary and in line with business practices and this Policy, arising out of the circumstances, such as the frequency of events, nature of the Gift or any other reason.

Employees may only accept a Gift within the limits and in line with the general principles set forth in this Policy. When incompliant Gifts are offered to employees, they must politely decline by returning the Gift with a note or e-mail, referring to this Policy.

### **5.2. Entertainment**

Business meals and events are common practices in business life. KoçZer and Business Partners may cover each other's meal, travel and accommodation expenses when they are actively working on or performing business activities to work on a business project. However, the following criteria must be met so that the legislation as well as this policy and other relevant KoçZer policies are not violated:

- There must be a legitimate business interest related to an ongoing or potential business relationship with the counterparty.
- The event must remain one-off and not repeated in a regular manner.
- The event cannot be excessive (the value or nature of the event is not proportionate with the business relationship) or take place at inappropriate venues.
- The Entertainment activity cannot lead to negative impact on fair and unbiased judgment or cause others to perceive it as such.

Meals and other Entertainment events which are in line with the above-mentioned criteria may be deemed appropriate for attendance.

The documentation for meals and Entertainment activities must include full details describing the attending parties and the associated business relationship (business reason) as well as a description of the event and supporting documentation. The related expenses must be accurately and transparently recorded in the books and records, in the relevant expense account associated with the business relationship.

Employees providing the Entertainment activities must deliver the supporting documentation to be retained by the accounting department.

### **5.3. Interactions with Public Officials/PEPs**

Interactions with Public Officials and PEPs are subject to strict regulatory rules. Both local and international regulations prohibit granting anything of value to Public Officials or PEPs to realize a business.

Providing Gifts or Entertainment to Public Officials or PEPs may give rise to concerns about a Bribery. These type of Gifts or Entertainment must be in moderate terms, in line with relevant regulations and not be perceived as Bribe or improper benefit.