

Türk Traktör ve Ziraat Makineleri A.Ş.

Anti-Bribery and Corruption Policy

Table of Contents

- 1. PURPOSE AND SCOPE..... 3
- 2. DEFINITIONS..... 3
- 3. GENERAL PRINCIPLES 4
- 4. APPLICATION OF THE POLICY 5
 - 4.1. Third Parties and Due Diligence 5
 - 4.2. Gifts, Hospitality and Entertainment 5
 - 4.3. Contributions to Political Parties 6
 - 4.4. Sponsorships and Donations..... 6
 - 4.5. Facilitation Payments 6
 - 4.6. Hiring or Engaging with Government Officials or PEP’s..... 6
 - 4.7. Training and Monitoring 6
 - 4.8. Transparency and Accuracy of Books and Records 7
- 5. AUTHORITY AND RESPONSIBILITIES 7
- 6. REVISION HISTORY..... 7

1. PURPOSE AND SCOPE

This Policy has been prepared by considering the ethical principles of TürkTraktör's Main Shareholders. The purpose of this Anti-Bribery and Corruption Policy (the “**Policy**”), which is an integral part of the TürkTraktör Code of Ethics¹, is to set principles and rules in relation to prevention of bribery and corruption. This Policy is a reflection of TürkTraktör’s strong commitment to fight against corruption and prohibition of bribery.

All employees, directors, officers of TürkTraktör shall comply with this Policy. TürkTraktör also expects and takes necessary steps to ensure that all its major shareholders and its Business Partners - to the extent applicable - complies with and/or acts in line with this Policy.

2. DEFINITIONS

“**ABC Rules**” all anti-bribery and corruption related legislation, including foreign laws (e.g. Foreign Corrupt Practices Act, UK Bribery Act etc.) and international treaties to the extent applicable to the relevant transaction.

“**Bribery**” refers to giving, offering, promising or proposing anything of value with the aim of obtaining Improper Advantage over, or Corruptly Influencing a business transaction or relationship. Forms of value covers any form of benefit including but not limited to money, gifts, entertainment that:

- affect or may affect impartiality, performance and ability to make decisions,
- may be reputation wise detrimental if it became public,
- would be a breach of the applicable legislation,
- can be perceived as bribery, or
- may correspond to a privileged treatment for carrying out a certain task.

“**Business Partner**” means suppliers, distributors, authorized service providers, representatives, independent contractors and consultants.

“**Corruption**” means “the abuse of entrusted power for private gain.

“**Corruptly Influence** means intent or desire to wrongfully influence and induce the recipient misuse his/her position.

“**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.

“**Facilitation Payments (or “facilitating”, “expediting” or “grease”)**” are unofficial, improper payments made to secure or accelerate routine operation of the paying party.

¹ For other relevant policies, please also see TürkTraktör Donations and Sponsorship Policy.

“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 government business enterprises (domestic 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 officials who work at domestic, foreign, international or supranational courts,
- Officials or representatives working at national, 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.

“Improper Advantage” is an advantage to which a party would not otherwise be entitled if the individual influenced by such party, did not act in violation of his or her duty to enable such advantage.

“Main Shareholders” means the main shareholders of TürkTraktör which are CNH Industrial Österreich GmbH and Koç Holding A.Ş.

“Politically Exposed Persons (PEP)” 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, senior management of the international organizations, and family members and close associates of such persons.²

“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.

“The UN Global Compact”³ is a global pact initiated by the United Nations (UN) to encourage businesses worldwide to adopt sustainable and socially responsible policies, and to report on their implementation. The UN Global Compact is a principle-based framework for businesses, stating ten principles in the areas of human rights, labour, the environment and anti-corruption.

“TürkTraktör” means Türk Traktör ve Ziraat Makineleri A.Ş.

3. GENERAL PRINCIPLES

TürkTraktör is committed to conducting business in conformity with the highest ethical standards. As a signatory to the UN Global Compact, TürkTraktör complies with UN Global

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

³ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

Compact's Principles, including the principle that businesses should work against corruption in all its forms.

Regardless of the local practices and regulations, TürkTraktör does not tolerate any kind of Bribery, Corruption, Facilitation Payments, giving or receiving inappropriate gifts to anyone involved in TürkTraktör's business cycle.

No employee may directly, or indirectly through a Business Partner or any third party, give, receive or authorize a Bribe in any form.

Violation of ABC Rules may have severe consequences for TürkTraktör and their respective directors, officers and employees including imposition of civil and criminal penalties; invalidation of the licenses granted by public authorities; seizure of monetary and other assets; and most importantly, exposes TürkTraktör significant reputational harm.

Violation of this Policy may also lead to disciplinary actions for employees, including dismissal. Furthermore, if the relevant actions is or may be deemed as a violation of applicable legislation, public authorities shall be notified by the Legal Department of TürkTraktör.

4. APPLICATION OF THE POLICY

4.1. Third Parties and Due Diligence

In order to mitigate the risk of Bribery and Corruption, it is not tolerated to conceal the transactions under the guise of legitimate payments, such as commissions or consulting fees.

Accordingly, TürkTraktör engage with Business Partners, only if:

- the Business Partner is confirmed upon the completion of the Third Party Due Diligence process;
- if a written contract including appropriate terms to ensure compliance with applicable ABC Rules is in place; and
- terms of such contract including the payments terms are not unusual or significantly above the market value, resulting in an impression that there is an intent to conceal the underlying transaction.

4.2. Gifts, Hospitality and Entertainment

Any gift, hospitality provided or offered must meet the following criteria:

- Permitted by ABC Rules,
- Not cash or cash equivalent,
- Reasonable, proportionate appropriate to the recipient's position and relevant circumstances,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- No appearance of impropriety based on frequency of prior gifts etc. to show an intention to improperly influence the recipient of the gift etc.

All employees are required to seek guidance in case of doubt from the officer or department in charge of compliance.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions on behalf of a TürkTraktör.⁴

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for any improper favor or benefit, and/or to improperly and corruptly influence a Public Official/PEP (and other parties as may be specified in relevant legislation applicable to TürkTraktör in jurisdictions where they operate) is prohibited.

Donations and Sponsorships should only be made/provided, in line with rules and principles set forth in TürkTraktör Donations and Sponsorship Policy.⁵

4.5. Facilitation Payments

TürkTraktör has a zero-tolerance approach towards Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of TürkTraktör.

4.6. Hiring or Engaging with Government Officials or PEP's

Employment decisions must be based on virtue and should never be used to corruptly Influence a Public Official or gain Improper Advantage.

It is also not permitted to hire or engage government officials or PEP's to gain Improper Advantage. Public Officials, PEP's can only be hired or engaged with to perform a service if and when the following criteria are met:

- There is a legitimate business purpose,
- The employment of the person does not lead to any improper appearance, indicating any opinion that the person is hired in exchange for a business advantage or improper action,
- The person to be employed or engaged with objectively has sufficient qualifications required for the relevant position, and
- The compensation and benefit package is reasonable and in conformity with the work and person's qualifications.

4.7. Training and Monitoring

TürkTraktör Compliance and Competition Department is responsible for:

- providing necessary ABC Rules trainings to all of its employees on an annual basis, in coordination with Legal and Compliance Department in Koç Holding
- if necessary, adapting this Policy for its company's needs and writing necessary procedures.

TürkTraktör Compliance and Competition Department:

- in coordination with Legal and Compliance Department in Koç Holding, reviews the content of such procedures and trainings and monitor their completion status,
- provide Legal and Compliance Department in Koç Holding with an annual report in relation to training activities.

⁴ Please see TürkTraktör Donations and Sponsorship Policy for further details.

⁵ Please see TürkTraktör Donations and Sponsorship Policy for further details.

4.8. Transparency and Accuracy of Books and Records

Books and records must be kept in an accurate, transparent, complete, reliable, and timely manner and reflect all transactions in accordance with the applicable laws, regulations, and accounting standards.

Accounts and invoices must have full and clear explanations and be maintained with supporting documentation where required. The clarity of the explanations and supporting documentation should enable a third-party reviewer to easily understand the transaction and the rationale behind it.

Unrecorded funds or assets are prohibited, and records cannot be falsified for any purpose.

Records must be periodically subject to risk-based audits.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of TürkTraktör are responsible for complying with this Policy, implementing and supporting the TürkTraktör's procedures and controls in accordance with the requirements in this Policy. TürkTraktör 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 TürkTraktör 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.

If you become aware of any action you believe to be inconsistent with this Policy, the applicable law, Main Shareholders or TürkTraktör Code of Ethics, you may seek guidance or report this incident to your line managers. You may alternatively report the incident to TürkTraktör's Hotline via the following link "www.turktraktor.com.tr/contact/ethical-issues-form" or Koç Holding Ethics Hotline via the following link: "koc.com.tr/hotline"

TürkTraktör employees may consult the Compliance and Competition, Internal Audit and Legal departments in TürkTraktör 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, their contracts may be terminated.

6. REVISION HISTORY

This Policy takes effect on 26.01.2021 as of the date approved by the Board of Directors and is maintained by Compliance and Competition Department.

Revision	Date	Comment