

FORD OTOSAN ANTI-BRIBERY AND CORRUPTION POLICY

1. PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Corruption Policy (“**the Policy**”), is to set principles and rules of Ford Otomotiv Sanayi A.Ş. and its Subsidiaries¹ (“**Ford Otosan**”) in relation to prevention of bribery and corruption. This Policy is a reflection of Ford Otosan’s strong commitment to fight against corruption and prohibition of bribery. This Policy has been prepared by considering the ethical principles of Ford Otosan's Main Shareholders.

All employees, directors, officers of Ford Otosan shall comply with this Policy which is an integral part of Ford Otosan Code of Conduct and Ethical Rules². Ford Otosan 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, dealers, authorized services , all third party suppliers with whom we have business relationship, representatives, independent contractors, consultants etc. that act on behalf of Ford Otosan and employees and representatives of the above.

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

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

“**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 non-profit 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.

¹ Companies in which Ford Otosan has directly or indirectly: a) majority of its capital or majority of its voting shares, b) the right to elect a number of members constituting the majority that can take decisions in the management body, shall considered as Subsidiaries within the meaning of this Policy. Ford Otosan recommends other companies that fall outside of this definition, but of which Ford Otosan is a shareholder, to adopt this Policy and its principles.

² Please see <https://www.fordotosan.com.tr/en/corporate/about-ford-otosan/policies> for Ford Otosan Code of Conduct and Ethical Rules, Gifts and Entertainment Policy and other related policies.

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

“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 Ford Otosan which are Ford Motor Company and Koç Holding A.Ş.

“Politically Exposed Persons (PEP)” are the individuals who are or have been entrusted with prominent public functions domestically or by a foreign country, for example heads of state or heads of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials. Definition of “PEP” applies to family members or close associates, any individual publicly known, and relatives by blood and marriage up to the second degree of these individuals, persons living together in the same house and companies in which these persons have more than 50% of the shares or management control by these individuals, or individuals or companies known by the public to be a close personal or professional associate.³

“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”⁴ 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.

3. GENERAL PRINCIPLES

Ford Otosan is committed to conducting business in conformity with the highest ethical standards. As a signatory to the UN Global Compact, Ford Otosan complies with and ensures that all employees and Business Partners acts in compliance with UN Global Compact’s Principles, including the principle that businesses should work against corruption in all its forms.

³ <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

⁴ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

Ford Otosan does not tolerate any kind of Bribery, Corruption, Corruptly Influence, Improper Advantage, Facilitation Payments, giving or receiving inappropriate gifts to anyone by its Business Partners.

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 Ford Otosan 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 Ford Otosan to significant reputational harm.

Violation of this Policy may also lead to disciplinary actions for employees, including dismissal. Furthermore, if the relevant actions are or may be deemed as a violation of applicable legislation, public authorities shall be notified by the Legal and Compliance Leadership of the Ford Otosan.

In order to avoid any doubt, it should be stated that the considerations listed above will not only be valid for official transactions but will also apply to all transactions of Ford Otosan.

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 of Bribery, Corruption, Corruptly Influence, Facilitation Payments, Improper Advantage or any similar improper transaction under the guise of legitimate payments, such as “commissions” or “consulting fees”. Accordingly, Ford Otosan acts in accordance with the following principles when entering into commercial relations with its Business Partners;

- A pre-competence evaluation process shall be made regarding the Business Partner in accordance with Ford Otosan procedures and this assessment shall be confirmed as positive,
- Necessary provisions to ensure compliance with the ABC Rules are added to the contracts and the violation of these rules is determined as a reason for termination,
- The signed contracts should not include unusual provisions and payment terms are unusual or significantly above the market value, resulting in an impression that there is an intent to conceal the underlying transaction,
- All expenditures made on behalf of Ford Otosan are required to be made and documented in accordance with the law.

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 and proportionate to the recipient’s position and relevant circumstances,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- Not exceeding the amount defined in Ford Otosan Gifts and Entertainment Policy,
- 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 Compliance Leadership or Ethics Coordinator. For details, please also see Ford Otosan Gifts and Entertainment Policy.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions in cash or in kind on behalf of Ford Otosan.⁵

4.4. Sponsorships and Donations

According to the circumstances, it is possible that Donations and Sponsorships to be considered as bribery and/or to cause a perception of corruption that might damage the reputation of Ford Otosan . 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 (or other parties as may be specified in relevant legislation applicable to Ford Otosan in jurisdictions where they operate) or to any other third party is prohibited.

Donations and Sponsorships should only be made/provided, in line with rules and principles set forth in Ford Otosan Donations and Sponsorship Policy.⁶

4.5. Facilitation Payments

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

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

Employment decisions must be ethical and based on objective principles. These decisions should never be used to Corruptly Influence a Public Official or gain Improper Advantage.

Public Officials and 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. Conflicts of Interest

Business Partners that have a business relationship with Ford Otosan or other people and organizations that may have a business relationship with must not enter personal transactions that may lead to an actual or perceived conflict of interest between Ford Otosan and themselves and harm the, Ford Otosan's reputation.

The case of having relative relations, friendship or similar close relationship between Business Partners that have a business relationship with Ford Otosan or other people and organizations that may have a business relationship and the employees of Ford Otosan who employ these people and organizations, approve their businesses or make decisions about them also creates a risk of conflict of interest. Persons, institutions and Ford

⁵ Please see Ford Otosan Donations and Sponsorship Policy <https://www.fordotosan.com.tr/en/corporate/about-ford-otosan/policies> for further details.

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Otosan employees who are or are likely to be in the above-mentioned situation are obliged to immediately notify the relevant related department's Leadership, Internal Audit Leadership or Legal and Compliance Leadership.

Ford Otosan does not tolerate any kind of Bribery, Corruption, Corruptly Influence, Improper Advantage, Facilitation Payments or similar improper conduct by its Business Partners that have a business relationship with Ford Otosan towards Ford Otosan employees.

4.8. Training and Monitoring

Necessary ABC Rules trainings to all Ford Otosan employees shall be provided by Ford Otosan Education Department in the Human Resources Leadership in coordination with Legal and Compliance Leadership on a regular basis.

Legal and Compliance Leadership is in charge of below subjects related to this Policy;

- Reviewing the content of such trainings and monitor their completion status with Human Resources Leadership in coordination with Legal and Compliance Department in Koç Holding,
- Providing an annual report in relation to training activities to the Audit Committee and if necessary to Main Shareholders,
- If necessary, adaptation of this Policy and preparing required procedures according to the need of Ford Otosan.

4.9. 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 shall not be recorded without an explanation, must have full and clear explanations, uncertain statements such as special service fee or consultancy fee shall be avoided and to 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.

Ford Otosan procedures and applicable laws shall be followed in terms of storing and destroying such documents and records.⁷

Records must be periodically subject to risk-based audits by the Internal Audit Leadership.

5. AUTHORITY AND RESPONSIBILITIES

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

In case of becoming aware of any action that is inconsistent with this Policy, the applicable law or Ford Otosan Code of Conduct and Ethical Rules, Ford Otosan Human Resources Leader, Ford Otosan Ethic Representatives

⁷ Please see Ford Otosan Record Control Procedure for details.

(Human Resources Leaders at company locations and Ethics Coordinator employed at the Internal Audit Leadership), Legal and Compliance Leader, Internal Audit Leader or Compliance Leader should be contacted. You can send all your questions or notices regarding ethical violation by calling “0850 305 50 10”, e-mailing to fordotosan.ethicspoint.com or fordotosanmobile.ethicspoint.com; or via <https://www.fordotosan.com.tr/en/corporate/about-ford-otosan/notification-form>. You may also report to Koç Holding’s Ethics Hotline via the following link: “koc.com.tr/hotline” or e-mail to Ford Motor Company’s Ethics Hotline SpeakUp@ford.com.

Ford Otosan employees may consult the Legal and Compliance Leadership in Ford Otosan 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 any third parties, all necessary legal actions shall be taken including termination of their contracts and collection of losses incurred by Ford Otosan from responsible parties.

6. REVISION HISTORY

This Policy takes effect on 29.12.2021 as of the date approved by the Board of Directors of Ford Otomotiv Sanayi A.Ş and is maintained by the Legal and Compliance Leadership.