

COMPLIANCE POLICY

Doküman No / Document No	500010-EN
Revizyon No / Revision Number	00
Yürürlük Tarihi / Effective Date	01.10.2024

Hazırlayan / Prepared by	Kontrol Eden / Controlled by	Onaylayan / Approved by
Hukuk ve Uyum Lideri Legal and Compliance Leader TUĞÇE ULUDAĞ	Kalite Sistem Lideri Quality System Leader AYSEL YILDIRIM	Yönetim Kurulu Board of Directors

1. PURPOSE AND SCOPE

The purpose of this Compliance Policy (“**Policy**”) is to establish a customized, comprehensive, and effective compliance framework for KoçMedikal, and to demonstrate KoçMedikal’s commitment to compliance with laws and regulations, internal policies, good corporate governance practices and ethical rules.

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

2. DEFINITIONS

“**Business Partner**” includes suppliers, distributors, dealers, authorized services and other third parties with whom KoçMedikal has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of KoçMedikal, as well as their employees, representatives, execution assistants or deputies.

“**Chief Legal and Compliance Officer (CLCO)**” is primarily responsible for managing and overseeing the Compliance Program for KoçMedikal.

“**Compliance**” is defined as adhering to the requirements of laws, regulations, industry and organizational standards, internal policies and procedures and generally accepted ethical standards.

“**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.

“**Koç Holding**” means Koç Holding A.Ş.

“**KoçMedikal**” means Koç Medical B.V., Bıçakçılar Tıbbi Cihazlar Sanayi ve Ticaret A.Ş. and all companies that Bıçakçılar Tıbbi Cihazlar Sanayi ve Ticaret A.Ş. directly or indirectly, individually or jointly are under its controls.

“**KoçMedikal Board of Directors**” refers to the board members of Bıçakçılar Tıbbi Cihazlar Sanayi ve Ticaret A.Ş.

“**Retaliation**” is any negative action, including but not limited to demotion, discipline, firing, salary reduction, or job or shift reassignment, to punish an employee for a protected activity, such as reporting an injury, safety concern, mismanagement, abuse of authority, or legal violation in the workplace.

“**Systematic Risk Analysis**” is a process to identify, assess and monitor the principal compliance risks.

3. COMPLIANCE OBLIGATIONS

3.1. Overview of Obligations

Effective compliance management can only be achieved through a well-designed and tailored Compliance structure by taking relevant institution’s needs into account. It can then be sustainable if it is embedded in the corporate

culture and in employee behavior, by being integrated into all processes and operations.

KoçMedikal's Compliance obligations go beyond adherence to mandatory regulations (laws, permits, licenses, rules and guidelines of regulatory authorities, court decisions, conventions etc.) or contractual obligations, and include its Compliance commitments such as agreements with third parties, terms and conditions of sales transactions and organizational standards such as policies and procedures, or other voluntary commitments that Koç Group has undertaken.

3.2. Compliance Domains and Risk Analysis

KoçMedikal Legal and Compliance Department together with the relevant business units shall periodically conduct risk assessments for relevant Normative Domains and analyze the specific Compliance related risks to which operations, employees and/or Business Partners of KoçMedikal may be particularly exposed (through questionnaires, workshops, one-on-one interviews etc.). Company policies and procedures shall be drafted/revised as necessary in accordance with such assessment and analysis.

Tailor-made Compliance reviews and analysis take into account the KoçMedikal's fingerprint, including but not limited to its own characteristic, complexity, risks, risk appetite, governance, business lines, products and services, the industry sector, market competitiveness, regulatory landscape, potential customers and Business Partners, transactions with foreign governments, payments to foreign governments, use of third parties, gifts, travel and entertainment expenses, charitable contributions. Besides, while the purpose of such compliance risk analysis is to address and act in all relevant Compliance domains, based on their likelihood and impacts, the following shall be prioritized:

- 1) Anti-Bribery and Anti-Corruption
- 2) International Sanctions
- 3) Anti-Money Laundering
- 4) Data Privacy
- 5) Competition
- 6) Human Rights.

KoçMedikal Legal and Compliance Department monitors the Compliance risk analysis carried out by KoçMedikal and while evaluating the results, also takes into account KoçMedikal's relevant indicators, internal audit reports and case-related investigations, Compliance cases and control results in order to identify potential Compliance-related risks and take the necessary precautions.

4. COMPLIANCE PROGRAM

4.1. Main Components of the Compliance Program

KoçMedikal's Compliance Program (“**Compliance Program**”) is a set of rules, policies and procedures aimed at addressing KoçMedikal's Compliance issues with a risk-based approach. It incorporates the corporate governance and compliance culture, and written standards promoted by the top management and monitored by the Legal and Compliance Department, with the participation of all employees.

The main operational pillars of the KoçMedikal Compliance Program are as follows:

- Prevention
- Detection
- Response

The following illustration shows the components of the Compliance Program and its composition. This framework reflects the general approach and strategy towards Compliance, i.e. the Compliance Program of KoçMedikal.



Illustration I: The Compliance Program of KoçMedikal

Prevention is managed through Compliance risk assessments, due diligence practices, written policies and procedures, communication, and training. Detection is supported by technology and data analytics as well as monitoring, testing and audit practices. Response involves investigations and reporting activities.

4.2. Compliance Organization

KoçMedikal's approach to Compliance is shaped by the tone at the top, which demonstrates the importance that top management attaches to Compliance related issues. By applying the core values, generally accepted corporate governance and ethical standards, the top management sets as an example for the entire organization and helps to embed Compliance in the culture, behavior, and attitude of every member of KoçMedikal.

A solid Compliance organization is the key to ensuring an effective Compliance structure. The Compliance organization refers to the leadership and organizational structure that is responsible and accountable for the decision-making, development, implementation, monitoring, and supervision of the Compliance Program.

Illustration below shows the current Compliance organization of KoçMedikal:

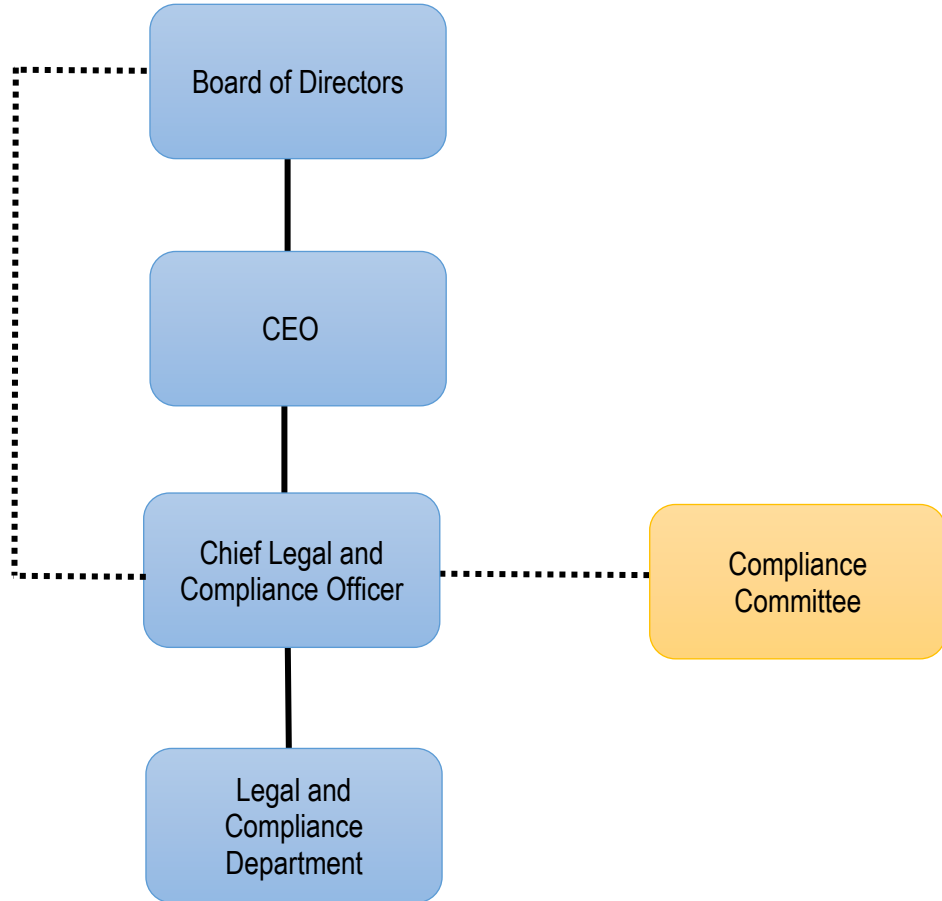


Illustration II: The Compliance Organization of KoçMedikal

As shown above, the Compliance organization is fulfilled by:

- Chief Legal and Compliance Officer,
- Legal and Compliance Department,
- Compliance Committee.

Considering the importance of the top management's leadership on Compliance related issues, KoçMedikal CEO and the Board of Directors have the overall responsibility to provide leadership on Compliance related issues by monitoring the application of core values, generally accepted corporate governance and ethical standards.

In order to have a successful Compliance Program, the Chief Legal and Compliance Officer position shall have:

- **Empowerment:** Full and clear authority, top management designation, and authority to carry out his/her duties.
- **Independence:** In order to maintain its independence, reports to the Board of Directors while directly reporting to the CEO.
- **Seat at the Table:** The Chief Legal and Compliance Officer attends the key meetings where all major business decisions are taken.

- **Line of Sight:** The Chief Legal and Compliance Officer sets the standards in risk areas even they are related and implemented by other business units.
- **Resources:** The Chief Legal and Compliance Officer has sufficient resources to manage the Compliance Program.

The Chief Legal and Compliance Officer performs his/her duties with the support of the Legal and Compliance Department and has the ultimate responsibility for the activities of the Legal and Compliance Department. The Chief Legal and Compliance Officer has 3 main functions: Functional Responsibilities, Monitoring and Line of Sight.

1.Functional Responsibilities cover the management of key risks identified through the Systematic Risk Analysis process, including but not limited to the following:

- Identifying and managing Compliance risk areas (including Business Partner risks),
- Ensuring that Compliance risks are classified and analyzed and prioritized based on the results,
- Establishing and identifying the policies, procedures, and controls that the organization must have in place to prevent, detect and manage the Compliance breaches,
- Providing or organizing on-going training support for employees and conducting Compliance awareness campaigns to ensure that all employees are aware of what is expected of them to comply with KoçMedikal policies,
- Establish a Compliance reporting and documentation system for KoçMedikal,
- Establishing Compliance performance indicators, monitoring and measuring the Compliance performance of KoçMedikal,
- Analyzing the performance of KoçMedikal to determine the need for corrective action plans,
- Ensure that the Compliance Program is reviewed at planned intervals,
- Ensure access to appropriate professional advice in the establishment and implementation and maintenance of the Compliance Program,
- Ensure that the Compliance policies, procedures, and the other documents are appropriate and accessible to employees and Business Partners,
- Ensure that Compliance structure is applied uniformly and consistently throughout KoçMedikal,
- Developing and implementing processes for managing information such as complaints and/or feedback by means of whistle-blowing system and other mechanisms,
- Ensuring that whistleblowing mechanisms are easily accessible, known and ensuring that complaints are kept confidential,

2.Monitoring Responsibilities include the monitoring and review of certain Compliance risks that are considered to be the primary responsibility of other departments or units. These activities include but are not limited to the following:

- Promoting the inclusion of Compliance responsibilities in job descriptions and employee performance management processes,
- Ensuring only authorized persons have access to confidential documents related to the Compliance Program.

3.Line of Sight means that the Legal and Compliance Department acts in an advisory capacity for all Compliance-related risks identified by the Systematic Risk Analysis.

Given its role and responsibilities, the Legal and Compliance Department shall have sufficient and qualified resources and personnel, including Compliance Managers supported by the Compliance Officers, who are fully dedicated to the compliance matters.

4. The Compliance Committee (“Committee”) aims to increase the efficiency of the Compliance structure by advising the Chief Legal and Compliance Officer (and the Legal and Compliance Department). The Committee, which consists of the Chief Legal and Compliance Officer, the Human Resources (HR) Director, CFO, Internal Audit Manager, Production and Technology Director, and other Assistant General Managers or directors as appropriate, acts as an advisory body to assist the Chief Legal and Compliance Officer in the decision-making process as required.

4.3. Raising Concerns and Disciplinary Actions

4.3.1. Reporting and Whistleblowing

Any stakeholder or employee who witnesses or is aware of any act or misconduct inconsistent with the Koç Group or KoçMedikal Code of Ethics, or who suspects such a situation, is expected to report his/her concerns to KoçMedikal through the Hotline at “koc.com.tr/hotline”.

The Hotline is designed to protect the whistleblowers’ confidentiality and anonymity of the whistleblowers. It is essential that anyone reporting an incident feels comfortable and safe in raising their concerns and does not hesitate to do so. All complaints will be treated confidentially and whistleblowers who report in good faith will be protected from any Retaliation.

No action will be taken against anyone who reports in good faith, an action or behavior that he/she believes/suspects to be a misconduct, even if the outcome of the investigation does not substantiate the relevant report. Those who deliberately make false reports may be subject to various disciplinary actions.

4.3.2 Investigations and Disciplinary Actions

All incidents reported through the Ethics Hotline or other channels will be reviewed to determine the need for an investigation. If an investigation is initiated, and a recommendation for disciplinary action is made as a result, the matter will be brought to the attention of the Ethics/ Disciplinary Committee of KoçMedikal depending on the nature of the incident and the person under investigation. Disciplinary measures shall be taken on the basis of objective criteria.

5. AUTHORITY AND RESPONSIBILITIES

If you become aware of any action that you believe is inconsistent with this Policy, the applicable law or Koç Group or KoçMedikal Code of Ethics, you may seek guidance or report the incident to your line managers or the Legal and Compliance Department. Alternatively, notifications to the Ethics Hotline can be made via the following link: “koc.com.tr/hotline”. KoçMedikal employees may contact the Legal and Compliance Department for their questions regarding this Policy and its application.

6. EFFECTIVE DATE

This Policy takes effect on 01.10.2024 as of the date approved by the Board of Directors and will be updated by the Legal and Compliance Department.