

**FORD OTOMOTIV SANAYİ A.Ş.
ANTI-CORRUPTION POLICY**

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FORD OTOMOTİV SANAYİ A.Ş. ANTI-CORRUPTION POLICY

1. PURPOSE

The purpose of Anti-Corruption Policy of Ford Otosan (hereinafter briefly “**Policy**”) is to specify principles of Ford Otomotiv Sanayi A.Ş. (hereinafter briefly “**Ford Otosan**”) to be applied so as to comply with anti-corruption laws and regulations, ethics and Professional principles as part of its overall business relations and every operations and transactions in general.

2. PROHIBITED ACTIONS

Included but not limited to overall business relations and every operations and transactions in general, Ford Otosan shall prohibit the following actions below, and shall not take part in that kind of actions either directly or indirectly through third parties corresponding with (i) international, national or local public officials; (ii) political parties, party officers, candidates of political duty; (iii) board members, executives and personnel of other organizations and companies.

- a) **Bribery** means to offer, promise, give, ratify or accept any undue pecuniary or other type of advantages for and by any people or else mentioned above, through performing or not performing an action related to public or commercial transactions, regulatory transactions, permissions, licenses, taxation, customs, judicial and criminal proceedings, win a public or private sector tender and so forth. Bribery also involves, (i) distribution of a certain amount of a contractual payment to government or party authorities or personel, relatives, friends or business partners of the other contracting party; or (ii) using intermediaries such as agencies, subcontractors, consultants or other third parties for the transfer of these contractual payments to the government or party authorities or personel, relatives, friends or business partners of the other contracting party.
- b) **Extortion or Solicitation** means to impose coercively on people or representatives of respective organization by malpractice of officials whether to get pecuniary or non pecuniary benefits. Any offer of extortion or solicitation shall be refused.
- c) **Influence Peddling**, means to offer or provide undue benefit by asking genuine or alleged influence of a public official for the good of anyone or his/her abettor to obtain unfair advantage for himself/herself.
- d) **Laundering corrupt money** means to conceal or disguise the origin, source, location, movement and ownership of illegally obtained proceeds.
- e) **Trading Blacklisted People**; means any person(s) get blacklisted through legal and international acts, sanctions, export controls and prevention of money laundering, nuclear disarmament, anti-terror or similar laws which are applicable to Ford Otosan or abovementioned people, as well as the one(s) blacklisted or limited to do commercial or financial transactions by any public or legal authority with respect to this policy. Ford Otosan shall not deal with blacklisted people.
- f) **Other violations**; shall be considered the circumstances except as provided above but similar ones contrary to this Policy .

“**Corruption**” or “**Corruption Practices**” mentioned hereby the Policy comprises included but not limited to Bribery, Extortion or Solicitation, Influence Peddling, Trading Blacklisted People, Other Violations and laundering of proceeds obtained by those practices.

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3. ANTI-CORRUPTION PRINCIPLE OF FORD OTOSAN

Anti-corruption principle of Ford Otosan is zero tolerance. No tolerance shall be allowed for any corrupted action associated with the operations and transactions of Ford Otosan's employees ("Personnel") and/or third parties to Ford Otosan.

4. THIRD PARTIES

Regarding to the agencies, consultants, sales representatives, customs brokers, general counsellors, resellers, subcontractors, franchise owners, attorneys, accountants, deputies, or similar intermediaries (hereinafter "Third Parties") acting on behalf of Ford Otosan or its contractors in the supply chain hierarchy, Ford Otosan;

- a) shall give instructions to the Third Parties about not involving any kind of corruption practices, or not indulging to those have involved in corruption practices
- b) shall not use Third Parties as intermediaries to any corruption practices, or
- c) shall employ Third Parties to only run a particular business in a reasonable manner and no additional payments will be made in exchange for their legitimate services.

5. BUSINESS PARTNERS

5.1. Business Partners contains (i) Third Parties, (ii) Ford Otosan Dealer and Distributors, (iii) partners of joint venture and consortiums (iv) contractors and (v) suppliers. Ford Otosan shall enter into a written agreement as part of business relations with its Business Partners and under this agreement, Ford Otosan;

- a) shall inform its Business Partners about this Policy and oblige them not to involve in any particular corruption practice.
- b) shall reserve the right to request an audit of its business partners by an independent auditor for justifying to the compatibility of this Policy,
- c) shall provide Business Partners will be paid noncash and those payment shall made in only the country where (i) Business Partners have been founded; (ii) Business Partners' head office is located; (iii) Business Partners have located; or (iv) Business Partners have been operating, and
- d) shall add a clause to the agreement which enables to suspend the business relations with its Business Partners or completely terminate the agreement when there is a one sided kindly worry about an action that may violate this Policy by Business Partners.

5.2. As prescribed by law and within its province, Ford Otosan shall take necessary steps about the transactions of Business Partner's which have been made with Ford Otosan or on behalf of Ford Otosan to ensure that Business Partner is operating in accordance with this Policy.

5.3. Ford Otosan shall suspend or circumstantially terminate this contract effective immediately related to the business relation in question, when there is a one sided kindly worry about an action that may violate this Policy directly or indirectly by Business Partners.

6. GIFTS AND HOSPITALITY

6.1. Personnel should behave accordingly to the Ford Otosan Code of Working Principles which have been announced on company portal in the matter of gifts and hospitality. Ford Otosan shall ensure the relevant document will be (i) arranged comprising the offer or acceptance of gifts and hospitality; (ii) in compliance with the national law and effective international documents; (iii) limited to reasonable and well-intentioned disbursements; (iv) decision making independence of acceptor is not being biased inappropriately or perceived as biased inappropriately; (v) acceptor is not divergently attached to the known provisions of codes of conduct; and (vi) those offers hasn't made and accepted very often or untimely.

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- 6.2.** For the business or transactions made by third parties (or their relatives), Personnel shall not;
- a)** Be requested or be offered, pledged, given or taken any gift, benefit, privilege or bribe.
 - b)** Be accepted any gift or privilege except promotions or facilities that do not worth 50 € or do not leave an impression as of an irregularity.
 - c)** Be given any gift except promotions or facilities that do not worth 50 € or do not leave an impression as of an irregularity.
 - d)** Be made or accepted any discount or benefit which is publicly standing related to any goods or services.
 - e)** be given or accepted cash, gift card or precious metals
 - f)** Loan of Money shall not be taken from the bank and financial institutions except the conditions which are valid for everyone. (The conditions which these types of institutions provide for their own employees and the families of these employees are exceptional.)
 - g)** The Personnel shall not accept or demand support from any person or institution which work or have the possibility to work with Ford Otosan for the activities like relaxation, education, sport and entertainment. In case where the Personnel demand charity from other persons and institutions as charity or with social purpose, it shall be cared not to have the person who shall make the charity to be under the influence of Personnel's tasks in Ford Otosan.
 - h)** Under no circumstances, no function or Personnel of Ford Otosan shall give presents to other Personnel or their families on behalf of Ford Otosan. The support activities (like social responsibility projects, scholarship, and sponsorship) which are carried out by Ford Otosan, are the exemption of this situation.
 - i)** The Personnel shall not provide support or take advantage to any activity, association, person or institution by using the name of Ford Otosan without the approval of Human Resources Department.
 - j)** To have shares or benefits in any other company which Ford Otosan is in relation with or any other company which desires to work with Ford Otosan, is only possible with the approval of Board of Directors of Ford Otosan. (For the small investor, having notes which are quoted to Istanbul Stock Exchange Market, is the exemption of this provision.) The Personnel shall immediately inform the Human Resources Department about all kinds of material benefit which they or their relatives have in the transactions made with Ford Otosan or in the companies which are in relation with Ford Otosan.

7. JOB OFFERS

Business offers of Ford Otosan toward persons or institutions shall be in accordance with the recruitment procedures and policies of Ford Otosan Human Resources and against corruption practices anyhow.

8. POLITICAL AND CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

Political and charitable contributions and sponsorships to be realized shall comply with the law and Policy. Ford Otosan is unable to donate for political intention.

9. FACILITATION PAYMENTS

Facilitation payments are a type of inappropriate, small and unofficial payments rendered to junior office for securing or expediting the necessary and legally obtained transaction or routine. Personnel shall not render any facilitation payment or accept such a payment.

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10. CONFLICT OF INTEREST

Conflict of interest may occur when special interests of a person, or his/her close relatives, friends or business contacts differ from Ford Otosan's interest. The examples for conflicts of interest; the spouse of the executive of (A) company makes a business agreement with B company on behalf of (A) company; An executive of (A) company who makes the purchasing of (A) company, is employed by (B) company which this executive has worked before; the acceptances of allowances which are issued by the employee of (A) supplier related with the performed work, are given by his brother who is employed in (B) company These circumstances must be explained and avoided as far as possible since they have an effect on ability to judge while duties and responsibilities are being performed. Ford Otosan personnel are obliged to take necessary measures for preventing conflict of interest.

11. DUTIES AND RESPONSIBILITIES

a) Personnel

Personnel are obliged to obey the legal statutes and regulations and this Policy concerning their duties and responsibilities in Ford Otosan. Personnel are obliged to denounce to either;

- Ford Otosan Unusual Event Committee, (<http://portal.ford.com.tr/KurumsalYonetim/Forms/AllItems.aspx>)
- Their superiors,
- HR Department (Mr. Ali Rıza Aksoy; aaksoy@ford.com.tr) or
- Internal Control Department (Mr. Ünal Arslan; uarslan@ford.com.tr)

when they have noticed any kind of attempted or ex post corruption related to the operations and transactions of Ford Otosan.

ID information of the denouncer will be kept as a secret. ID information of the denouncer is important and necessary for the achieving the purpose of the investigation and a healthy conclusion. Although the denouncement can be done without giving a name revealing. Due to refuse to participate any corruption case, denounce the violation of the principles of the Policy or to raise concerns about possible corruption actions happen in the future, exposure to a mistreatment of a person is unacceptable. Ford Otosan forbids and does not tolerate any kind of hostile attitude towards denouncers and contributors under this Policy. Personnel who face with such an can contact with the Unusual Event Committee.

b) Human Resources

The following subjects regarding this Policy are under the responsibility of Ford Otosan Human Resources Department (Human Resources).

- Setting the Anti Corruption Policy of Ford Otosan and submitting to the Board of Directors,
- Announcing the Policy and introducing to the access of Personnel,
- Follow up implementing the Policy,
- Updating the Policy whenever necessary,
- Regularly submitting annual reports to the Corporate Governance Committee, in order to evaluate the effectiveness of the Policy,
- Training of personnel about the Policy and statutory requirements,
- Providing accessible and reliable communications channel for personnel to denounce in case of violation or attempted violation of this Policy has occurred,
- Ensuring to initiate the procedure for evaluating the notification and denunciation and placing sanctions on offenders.in the act of violating this Policy.

c) Internal Audit

As part of its job definiton, Ford Otosan Internal Audit Department shall support Human Resources for the purpose of revealing transactions against this Policy and transactions required corrective manoeuvres if needed.

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d) Unusual Event Committee

In case of violating the provisions set hereby the Policy, corruption allegations are shall be under investigation by Unusal Event Committee with the participation of Human Resources Director, Internal Audit Manager and Chief Legal Advisor.

e) Corporate Governance Committee

The effectiveness of the Policy is submitted to the Corporate Governance Committee annually for review by the Human Resources Department.

12. FINANCE AND ACCOUNTING

Personnel are obliged to obey the followings in finance and accounting transactions:

- a) All the financial transactions of Ford Otosan shall be identified adequately on the keep and accounting records and fairly and appropriately registered.
- b) No off the books or hidden accounts and documentation that fairly and properly registering the related transactions shall be allowed.
- c) No records inappropriately identifying the related items, involving nonexistent expenses or loans or transactions that do not have true and legitimate and unusual purposes shall be booked.
- d) Books or related documentations shall not be demolished intentionally before the period stated by the law.
- e) All the provisions of national tax laws and regulations shall be respected.

13. UPDATING POLICY, PINNING TO THE SYSTEM AND ANNOUNCEMENT

This Policy shall be updated by the Human Resources pursuant to changing needs and legislations. Updated version of this Policy are pinned to the company portal and company web site, also published to personnel through announcement. The updated edition of the Policy are available to the access of Personnel on Ford Otosan company portal under Corporate Governance Documents.

The application guidelines and performance measurement indicators of the Policy is described in the procedure prepared by the Human Resources and updated if necessary.

14. ENFORCEMENT

This Policy shall become effective with the approval of Ford Otosan Board of Directors and be published on the Company's website.

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