

FORD OTOMOTIV SANAYI A.S. CODE OF ETHICS

1. PURPOSE

The purpose of this code is to record the fundamental ethical principles and rules adopted by Ford Otomotiv Sanayi A.S. (hereinafter referred to as “Ford Otosan” or the “Company”), maintain and spread the ethical culture of Ford Otosan, and inform employees of Ford Otosan and all persons, entities and organizations having a relationship with Ford Otosan.

2. SCOPE

This code covers all works, acts and actions of the Board Members of Ford Otosan, the Employees of Ford Otosan and the representatives acting on behalf of Ford Otosan (hereinafter referred to as the “Ford Otosan Family”).

3. FUNDAMENTAL PRINCIPLES AND VALUES

Complying with the laws, international conventions to which the Republic of Turkey is a party, and the United Nations Global Compact, acting with integrity and honesty, being accountable and transparent are adopted by Ford Otosan as a principle in all its operations and activities. The practice of this principle requires the personal commitment and accountability of each member of the Ford Otosan Family in terms of this high-level honesty standards.

In this respect, in all their acts, behaviours and activities, the Ford Otosan Family is liable to act in compliance with the Code of Conduct and Ethics in the Annex 1.

For the purposes of maintaining compliance with the Code of Conduct and Ethics, Ford Otosan regularly informs the Ford Otosan Family of these principles and rules; seriously examines the allegations of breach; implements sanctions, including but not limited to the termination of the employment contract, in case of breach; takes the necessary remedial actions; and makes necessary updates and improvements in the Code of Conduct and Ethics according to the necessities of time.

4. NOTIFICATION AND INVESTIGATION OF BREACHES OF THE CODE OF CONDUCT AND ETHICS

4.1. Notification

Each member of the Ford Otosan Family is obliged to immediately notify Ford Otosan of any act, operation and activity, which he/she deems as a breach of the Code of Ethics, through any means of notification specified herein. In case of hesitation regarding whether an event should be notified or not, the option to be preferred should always be to notify. The notification may also be made anonymously. All notifications will be recorded, and will be rigorously researched and evaluated by the departments specified in the Governance Structure section, and the appropriate action will be taken. Ford Otosan would also be pleased if stakeholders other than the Ford Otosan Family inform Ford Otosan of all acts, behaviours and activities that they find contrary to the Code of Ethics. Ford Otosan deems these notifications as an opportunity to enhance its processes.

4.2. Confidentiality of Notification and Investigation

The identity of the notifying person is kept confidential. The investigation is conducted in confidence. While investigating the accusations, Ford Otosan respects the rights of the accused person.

4.3. Prohibition of Retaliation and Hostile Attitude

Ford Otosan prohibits retaliation and hostile attitude towards the notifying person. The Company reserves the right to apply sanctions against persons who display behaviours constituting breach.

4.4. Main Categories of Breach

The potential categories of breach, which we may encounter within the scope of the Code of Ethics and which needs to be notified to Ford Otosan, include but are not limited to the following:

- **Unlawful acts:** Criminal acts, behaviours and activities which are contrary to the laws of the relevant national laws, the international conventions to which the Republic of Turkey is a party and the United Nations Global Compact.
- **Corruption:** Bribery, embezzlement or abetment, influence peddling, laundering of incomes gained through corruption activities, trade with prohibited persons and other breaches specified in Ford Otosan Anti-Corruption Policy.
- **Material Breach of the Code of Conduct and Ethics:** Acts, behaviours and activities which materially violates the company's procedures and policies and the Code of Conduct and Ethics.
- **Fraud:** All kinds of malicious acts such as abuse of confidence, embezzlement, theft etc. which are committed against the Company, and which are believed to involve the Company's employees and the persons and entities or other third persons having a relationship with the Company such as its distributors, dealers, services, suppliers, contractors, representatives etc.
- **Financial Losses:** All losses in cash or in kind caused by known or unknown reasons; sharing of the Company's confidential information (commercial and technical secrets, personal data etc.) with unauthorized persons or access of unauthorized persons to such information, theft or loss of the electronic devices containing confidential information or passwords, or situations which may preclude safety or confidentiality of any confidential information.
- **Breach of Intellectual and Industrial Property Rights:** Unauthorized use of the intellectual and industrial property (patent, utility model, industrial design, brand, topography networks, copyrights etc.) rights of the third parties by the Company, or breach of the Company's intellectual and industrial property rights by the third persons.
- **Misuse of the Company's Data Processing Resources:** Unauthorized access to the Company's data processing items, sharing of passwords, criminal use of digital resources.
- **Security or Safety Problems:** Security or safety imperfections or inconveniences detected or events giving indication of a significant security or safety problem, even if they do not result in any loss.
- **Mobbing Attempts:** Acts which lead to moral pressure systematically applied by one or more persons on another person through hostile, immoral or unethical methods.

4.5. Basic Principles of Investigation

Persons assigned in investigations regarding the allegations of breach, adopt the basic principles stated below.

- Honesty
- Objectivity
- Impartiality
- Confidentiality
- Professionalism
- Competence

4.6. Behaviours Expected from Managers

Managers should always act as a role model for proper behaviours. In this respect, Managers shall:

- (a) ensure that all employees under their management and representatives they assign on behalf of the Company, understand their responsibilities within the scope of the Code of Ethics;
- (b) create an atmosphere where employees can easily express their opinions without the fear of retaliation;
- (c) take the compliance with the Code of Ethics into consideration while evaluating the employees;
- (d) not tolerate acts, behaviours and activities contrary to the Code of Ethics and not direct the employees and the other persons representing the company towards acts, behaviours and activities contrary to the Code of Ethics;
- (e) carefully listen to the questions within the scope of the Code of Ethics, and consult the Ethics Representatives for questions that they cannot respond to.

5. MEANS OF NOTIFICATION FOR ETHICS MATTERS

The members of the Ford Otosan Family and the stakeholders of Ford Otosan can notify Ford Otosan of any situation they deem to constitute a breach of the Code of Ethics through the following means of notification.

- Ethics Hotline - 0850 305 50 10
- Ethics E-mail Address - etik@ford.com.tr
- Ethics Website - www.fordotosan.com.tr/tr/kurumsal/ford-otosan-hakkinda/etik
- Company's Ethics Representatives
- HR Director
- Chief Legal Counsel
- Internal Audit Manager

6. GOVERNANCE STRUCTURE

The below-described Governance Structure has been designed in order to ensure compliance with the Code of Ethics throughout Ford Otosan. The members of the Ford Otosan Family shall cooperate with the below-specified departments and officers and properly ensure the requested information and documents within the framework of the requirements of this governance structure.

6.1. Ethics Board

The Ethics Board is responsible for high level supervision of the establishment and application of the Company's Code of Ethics. It evaluates the decisions and acts of the Internal Audit and Ethics Committee and, conveys its opinions, requests and suggestions to the Internal Audit and Ethics Committee. Where necessary, it informs the Board of Directors. The tasks of the Ethics Board are fulfilled by the Audit Committee working under the Board of Directors.

6.2. Internal Audit and Ethics Committee

Internal Audit and Ethics Committee consists of: The Company's Chief Executive Officer, Deputy Chief Executive Officer, Deputy Chief Financial Officer, Human Resources Director, Internal Audit Manager and Chief Legal Counsel.

The main tasks of the Internal Audit and Ethics Committee under the Code of Ethics are as follows:

- (a) maintaining the functionality of the governance structure within the framework of the Code of Ethics;
- (b) evaluating the steps taken by the Ethics Assessment Board for the effective implementation of the Code of Ethics throughout the Company, and making suggestions;
- (c) evaluating the results of the notifications and investigations;
- (d) evaluating the decisions resolved by the Ethics Assessment Board, and making suggestions;
- (e) supervising the implementation of the designated remedial action plans;
- (f) implementing the decisions of the Ethics Board.

6.3. Ethics Assessment Board

Ethics Assessment Board consists of: the Human Resources Director, Internal Audit Manager and Chief Legal Counsel.

The main tasks of the Ethics Assessment Board are as follows:

- (g) planning and implementing the initiatives to ensure compliance with the Code of Ethics throughout the Company;
- (h) establishing the means of notification, and maintaining their functionality;
- (i) ensuring investigation of the allegations of breach;
- (j) ensuring the coordination of the determination of remedial actions and their implementation by the relevant departments within the scope of distribution of tasks;
- (k) evaluating the results of investigations;
- (l) reporting its activities to the Internal Audit and Ethics Committee;
- (m) implementing the decisions of the Internal Audit and Ethics Committee.

6.4. Ethics Representatives of the Company

The Ethics Representatives of the Company are the Human Resources Managers at the Company's locations and the Ethics Coordinator employed at the Internal Audit Department.

The main tasks of the Company's Ethics Representatives are as follows:

- (a) responding to requests for information regarding the Code of Ethics;
- (b) conveying the notifications to the Ethics Coordinator;
- (c) consolidating the requests and notifications (the Ethics Coordinator);
- (d) contacting the relevant departments in relation to issues with a direct operational solution (the Ethics Coordinator);
- (e) investigating the allegations, gathering information and documents, preparing reports of findings;
- (f) reporting the investigation results to the Ethics Assessment Board (the Ethics Coordinator);
- (g) recording the decisions of the Internal Audit and Ethics Committee (the Ethics Coordinator).

6.5. Disciplinary Committee

In case of strong signs of a breach of the Code of Ethics, the necessary disciplinary process regarding such breach is conducted by the Disciplinary Committee in compliance with GPREN-034 Procedure of Disciplinary Regulations for the Personnel with Monthly Wage and, if applicable, KPREN-026 Procedure of Disciplinary Regulations for the Personnel with Hourly Wage. The special circumstances regulated under the relevant procedures are reserved.

6.6. Working Principles

The working principles and procedures of the Ethics Board, Internal Audit and Ethics Committee, Ethics Assessment Board, Ethics Representatives and Ethics Investigation Group of the Company are established within the framework of the procedures and instructions to be prepared by the relevant departments.

7. UPDATE AND ANNOUNCEMENT OF THE CODE

This Code is updated by the Internal Audit and Ethics Committee in accordance with the changing needs and legislation. The current version of the Code is made accessible to the Ford Otosan Family and the stakeholders on the Company's portal and corporate website. It is also declared to the employees by means of announcement.

8. ENTRY INTO FORCE

This Code of Ethics entered into force as of April 16, 2018, approved by the Board of Directors.