

Compliance Policy

Table of Contents

1. PURPOSE AND SCOPE 3
2. DEFINITIONS 3
3. COMPLIANCE OBLIGATIONS 4
3.1. Overview of Obligations 4
3.2. Compliance Domains and Risk Analysis 4
4. COMPLIANCE PROGRAM 5
4.1. Main Components of the Compliance Program 5
4.2. Compliance Organization 5
4.3. Raising Concerns and Disciplinary Actions 8
4.3.1. Reporting and Whistleblowing 8
5. AUTHORITY AND RESPONSIBILITIES 8
6. REVISION HISTORY 9

1. PURPOSE AND SCOPE

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

This Policy also describes RMK Marine's compliance structure with the purpose of setting a model for Koç Group companies. Each Koç Group company is expected to establish its own Compliance Program based on its own organizational structure and operational needs, but shall reflect the spirit of this Policy and use it as a framework.

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

2. DEFINITIONS

"**Business Partner**" includes suppliers, distributors, dealers, authorized services and other third parties with whom the company has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, as well as their employees and representatives.

"Chief Legal and Compliance Officer (CLCO)" is primarily responsible for managing and overseeing the Compliance Program for Koç Group.

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

"Compliance Program" shall have the meaning assigned to this term in Section 4.1.

"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.

"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.

"Risk Management Committee" is established for the purpose of early diagnosis of the risks that may endanger the existence, development and continuity of RMK Marine to implement measures, manage and report these risks in line with RMK Marine's corporate risk-taking profile, and to make suggestions to the board of directors of RMK Marine, about developing and integrating internal control systems.

"Systematic Risk Analysis" is a process to identify, assess and monitor the principal compliance risks that RMK Marine faces as a business.

3. COMPLIANCE OBLIGATIONS

3.1. Overview of Obligations

Effective compliance management can only be achieved through a well-designed and tailored Compliance structure. 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.

RMK Marine's Compliance obligations go beyond adherence to mandatory regulations (laws, permits, licenses, rules and guidelines of regulatory authorities, court decisions, conventions etc.) and include its Compliance commitments such as agreements with third parties, organizational standards such as policies and procedures, or other voluntary commitments.

3.2. Compliance Domains and Risk Analysis

At RMK Marine, the officers or departments in charge of compliance, 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 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 RMK Marine's fingerprint, including but not limited to its own characteristics, 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 a compliance risk analysis is to address and take action in all relevant Compliance domains, based on their likelihood and impact, the following shall be prioritized:

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

RMK Marine's Legal and Compliance Department monitors the Compliance risk analysis carried out by the Koç Group companies and while evaluating the results, also takes into account the Koç Group'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

RMK Marine's Compliance Program ("**Compliance Program**") is a set of rules, policies and procedures aimed at addressing Koç Group'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 RMK Marine 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 RMK Marine.

Illustration I: The Compliance Program of RMK Marine



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

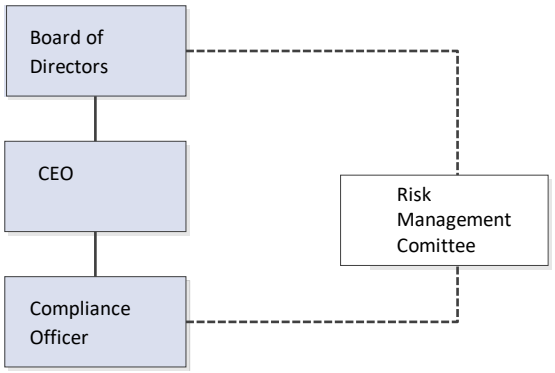
4.2. Compliance Organization

RMK Marine'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 an example for the entire organization and helps to embed Compliance in the culture, behavior and attitude of every member of Koç Group.

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 II* below shows the current Compliance organization of RMK Marine.

Illustration II: The Compliance Organization of RMK Marine



As shown above, the Compliance organization is fulfilled by:

- Board of Directors,
- Compliance Officers of RMK Marine,
- CEO,
- Risk Management Committee.

Considering the importance of top management's leadership on Compliance related issues, RMK Marine 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 Compliance Officer position shall have:

— Empowerment: Full and clear authority to carry out his/her duties.
— Independence: In order to maintain its independence, the Compliance Officer reports to the Board of Directors through the Risk Committee, while reporting directly to the CEO.
— Seat at the Table: The Compliance Officer attends the key meetings where all major business decisions are taken.
— Line of Sight: The Compliance Officer sets the standards in risk areas even if they are related and implemented by other business units.
— Resources: The Compliance Officer has sufficient resources to manage the Compliance Program.

The 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 Legal and Compliance Department has 3 main functions: Functional Responsibilities, Monitoring and Line of Sight.

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 ongoing training support for employees and conducting Compliance awareness campaigns to ensure that all employees are aware of what is expected of them in order to comply with RMK Marine policies,
- Establish a Compliance reporting and documentation system for the Koç Group,
- Establishing Compliance performance indicators, monitoring and measuring the Compliance performance of RMK Marine,
- Analyzing the performance of RMK Marine 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 the Koç Group,

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,
- Developing and implementing processes to manage information such as complaints and/or feedback through the whistleblowing system and other mechanisms,
- Ensure that whistleblowing mechanisms are easily accessible, known and confidential,
- Ensure that only authorized persons have access to confidential documents related to the Compliance Program.

Finally, **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 Officer(s), who are fully dedicated to the compliance matters.

The Compliance Officer aims to increase the efficiency of the Compliance structure by advising to the Legal and Compliance Department). The Officer, the Human Resources (HR) Director, the CFO and other Presidents as appropriate, acts as an advisory body to assist the Compliance Officer in the decision-making process as required.

The Risk Management Committee consists of at least two non-executive members of the Board of Directors. In this respect, the Committee acts as a link between the Legal and Compliance Department and the Board of Directors.

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 RMK Marine Code of Ethics, or who suspects such a situation, is expected to report his/her concerns to the relevant Koç Group companies or RMK Marine 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 behaviour 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 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 Disciplinary Committee of RMK Marine or the Ethics/Disciplinary Committee of the relevant company, depending on the nature of the incident and the person under investigation. Disciplinary measures shall be taken on the basis of objective criteria. For those disciplinary matters that are to be reviewed by RMK Marine, the Disciplinary Committee has the authority to decide whether or not to take a disciplinary action and the nature of the disciplinary action.

5. AUTHORITY AND RESPONSIBILITIES

If you become aware of any action that you believe is inconsistent with this Policy, the applicable law or the RMK Marine Code of Ethics, you may seek guidance or report the incident to your line manager. Alternatively, you may report the incident to RMK Marine's Ethics Hotline via the following link: "koc.com.tr/hotline"

RMK Marine employees may contact the Legal and Compliance Department of RMK Marine for their questions regarding this Policy and its application.

6. REVISION HISTORY

This Policy takes effect on 28.09.2021 as of the date approved by the Board of Directors and will be maintained by the Legal and Compliance Department.

Revision	Date	Comment
No:1	01.09.2023	Definition of "Business Partners" is updated.
No. 2	21.03.2024	The Risk Management Committee in the organisational chart has been renamed the "Compliance Committee".
No. 3	27.02.2025	The logo has been changed.