

# Group Sanctions Policy

Version 2.0 – December 2025

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## Statement

**D-Market Elektronik Hizmetler ve Ticaret A.Ş.** ("Hepsiburada" or the "Company") and Hepsiburada Group Companies (collectively, the "Hepsiburada Group" or the "Group") has adopted this Group Sanctions Policy ("Policy") as part of the Compliance Program.

Hepsiburada Group is fully committed to complying with all applicable sanctions laws and regulations in the jurisdictions where it operates. The Group must ensure that it does not establish or maintain any relationship, or carry out any transaction, that involves or benefits a sanctioned individual, entity, country, or organization in violation of such laws and regulations.

This Policy has been established by the Group Compliance Unit, approved by the Board of Directors and will replace the Company's previous International Sanctions Policy that went into force on November 16, 2023. Group Compliance Unit is responsible for the execution of this Policy and it will be reviewed annually by the Group Compliance Unit.

This Policy applies to **all members of the Board of Directors, C-Levels, officers, and employees, representatives** of Hepsiburada Group, regardless of location, level of seniority, or business unit. The Group expects the counterparties of the Hepsiburada Group to act in accordance with the principles and approach to sanctions compliance set out in this Policy herein.

### 1. Purpose and Scope

The purpose of this Policy is to ensure that Hepsiburada Group complies with all applicable sanctions laws and regulations, and to prevent the Group, its employees, and business partners from engaging in any activity or transaction that could breach such sanctions.

As a general principle, Hepsiburada Group should align themselves with the framework established by this Policy taking into consideration their own characteristics and to the extent allowed by the applicable laws and regulatory guidelines of their field of activity.

This Policy covers sanctions administered or enforced by:

- the Republic of Türkiye Financial Crimes Investigation Board ("MASAK") (<https://masak.hmb.gov.tr/bkk-ile-malvarliklari-dondurulanlar>);
- the U.S. government (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury ("OFAC") (<https://ofac.treasury.gov/specially-designated-nationals-and-blocked-persons-list-sdn-human-readable-lists>));
- the U.S. Department of State (including, without limitation, the designation as a "specially designated national" or "blocked person" or U.S. secondary sanctions);
- the United Nations Security Council ("UNSC") (<https://www.un.org/securitycouncil/content/un-scconsolidated-list>);
- the European Union (<https://www.sanctionsmap.eu/#/main>); and
- His Majesty's Treasury ("HMT") of the United Kingdom (<https://www.gov.uk/government/publications/the-uk-sanctions-list>); (collectively, "Sanctions").

## 2. Definitions

This Policy uses definitions and abbreviations established by the laws and regulations in force in the Republic of Türkiye and internal policies and regulatory documents of Hepsiburada Group. Unless otherwise expressly implied by the context, the definitions and abbreviations used in the Policy have the following meaning:

- **Hepsiburada Group** – a group of legal entities comprising of Hepsiburada, its subsidiaries and organizations in which Hepsiburada has a significant control in the capital;
- **Hepsiburada Group employee** – an individual who has an employment relationship with Hepsiburada Group and directly performs work under an employment contract;
- **Sanctions**- restrictive measures, laws, or regulations imposed by governments, international organizations (such as the United Nations or the European Union), or competent authorities that restrict or prohibit certain activities, transactions, or relationships with specific countries, entities, or individuals. Sanctions may include, but are not limited to, asset freezes, trade restrictions, travel bans, and prohibitions on providing or receiving funds, goods, or services;
- **Sanctions Lists**- official lists issued by governments, international organizations, or competent authorities that identify individuals, entities, vessels, or countries subject to sanctions measures;
- **Sanctioned Countries**- country or territory that is the subject or target of comprehensive Sanctions, including currently, without limitation, Crimea, Cuba, Iran, North Korea, the Government of Venezuela, the so-called Luhansk People's Republic, the so-called Donetsk People's Republic, and the Kherson and Zaporizhzhia regions of Ukraine (both of which are under EU Sanctions but not U.S. Sanctions) (each, a "Sanctioned Country"). For a list of OFAC's sanctions programs and country information, please visit <https://ofac.treasury.gov/sanctions-programs-and-countryinformation>;
- **Asset Freeze**- a restrictive measure that prohibits the transfer, conversion, disposition, or movement of funds or other economic resources belonging to, owned, held, or controlled by designated individuals, entities, or organizations. The purpose of an asset freeze is to prevent such persons or entities from accessing or using their financial assets or resources in any way that could contribute to prohibited or unlawful activities;
- **Ultimate Beneficial Owner**- An Ultimate Beneficial Owner is the natural person who ultimately owns or controls a customer or the person on whose behalf a transaction is conducted. This includes individuals who exercise ultimate effective control over a legal person or arrangement, directly or indirectly, through ownership or other means.
- **Provisions in Contracts**- approved standard contractual clause that must be included in every contract as *"(\*), represents, warrants, and undertakes that neither itself nor any of its affiliates, entities or organizations, members of its board of directors, managers, employees, nor any of its or its affiliates' agents, subsidiaries, representatives, persons acting on behalf of or in connection with itself or its affiliates, nor any of the shareholders or persons under the control of any of the foregoing, is a natural or legal person that is, as of the date of this Agreement, subject to or designated under any sanctions imposed or administered by the government of the United States, the United Nations Security Council, the European Union, His Majesty's Treasury of the United Kingdom, or any other relevant national or international sanctions authority. For the avoidance of doubt, this includes sanctions imposed by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") or the U.S. Department of State, as well as any designation of a person as a "Specially Designated National" or "Blocked Person. \*), further represents, warrants, and undertakes that neither itself nor any of the foregoing persons or entities is incorporated, established, or resident in any country or territory subject to sanctions, including, without limitation, Crimea, Cuba, Iran, North Korea, and Donetsk People's Republic. (\*), also declares that it acts in full compliance with all applicable national and international laws and regulations on the prevention of money laundering and the financing of terrorism, and that it has not been a party to any administrative or legal proceedings in this regard. (\*), undertakes to promptly notify D-MARKET of any change in the foregoing representations. (\*), acknowledges that it is aware of and (to the extent applicable to it) complies with the provisions of D-MARKET's Sanctions Policy available at <https://investors.hepsiburada.com/en/governance/governance-documents>*

*In case of a breach of any of the undertakings set forth in this Article, D-MARKET shall be entitled to terminate this Agreement, in whole or in part, immediately and without any compensation. (\*), shall be*

*liable for and indemnify D-MARKET against all losses and damages that D-MARKET may incur as a result thereof."*

### **3. Roles and Responsibilities**

Board of Directors and Senior Management are accountable and committed to full compliance of all sanction laws and regulations applicable to Group business and operations. Senior Management is responsible for ensuring that sufficient and effective resources, systems and processes operating across Group are available to support the Group Compliance Unit to mitigate the sanctions risks across the Group.

Senior management has the following responsibilities:

- Ensure that the Group Compliance Unit has sufficient authority and autonomy to deploy and execute the Group Sanctions Policy and Procedures;
- Oversee the implementation of the Sanctions Policy and applicable sanctions controls across Hepsiburada Group, its departments and operational areas;
- Ensure that the principles and fundamentals of the Policy become the way of doing business of the units they direct and that the necessary steps are taken immediately and decisively in case of non-compliance.

The Compliance Unit is responsible for implementing, developing and reviewing this Policy approved by the Board of Directors.

Group Compliance Unit has the following responsibilities:

- To ensure that this Policy is up to date and aligned with the relevant sanction developments affecting Group;
- To provide consistent and effective sanctions advisory to the different business units of the Group;
- To design, implement and execute efficient sanction screening processes within the Group;
- To ensure that counterparties and third parties, that are defined in the separate sanctions screening procedures of the Group, are included in the sanction screening process including the Ultimate Beneficial Owners of those counterparties;
- To oversee the sanctions lists that are subject to the screening process are up to date and relevant to Group's business activities and jurisdictions;
- To establish and deliver sanctions compliance training to all Group employees; to monitor the attendance of the Group employees and raise awareness according to the sanctions risks and its outcomes that may occur.

Group Compliance Officer has the following responsibilities:

- To confirm any amendments made on this Policy;
- To confirm this Policy annually;
- To ensure that all sanctions related matters that pose a high-risk across the Group are brought to the relevant committees;
- To make assessments and decisions on conducting or terminating business relationship with counterparties that pose high-risk to the Group;
- To ensure that a risk assessment report has been conducted and necessary measures are planned or taken where full compliance is not possible;
- To prepare annual reports regarding the sanctions management processes of the Group.

#### **4. Policy Provisions**

**4.1.** The basic principle set out in this Policy is that the Company will act in accordance with all economic Sanctions laws, regulations, embargoes, or restrictive measures to which it may be subject.

**4.2.** Our management commits to complying with applicable Sanctions by requiring that every officer, management, director, agent, and employee of the Group segment of the Company involved in international cross-border business transactions understands the basic elements of such Sanctions laws and complies with them at all times.

**4.3.** The Company will make its best efforts that members of the Board of Directors, officers or employees, nor, to the knowledge of the Company, any agent, affiliate, representative or other person associated with or acting on behalf of the Company or any of its subsidiaries is:

**4.3.1.** owned or controlled by one or more individuals or entities that are the subject or target of any Sanctions; or

**4.3.2.** located, organized or resident in a Sanctioned Country.

**4.4.** The Company will act in accordance with all applicable Sanctions, and in particular will not engage in any dealings or transactions with any individual or entity that at the time of the dealing or transaction:

**4.4.1.** is the subject or target of any Sanctions;

**4.4.2.** is owned or controlled by one or more individuals or entities that are the subject or target of any Sanctions; or

**4.4.3.** is located, organized or resident in a Sanctioned Country.

**4.5.** Prior to engaging in any potential business relationship or transactions involving Sanctioned Countries or one or more individuals or entities who are nationals of or located, organized or resident in a Sanctioned Country, the Group Compliance Officer [or the Compliance Officer of the specific company of Hepsiburada Group] should carry out a Sanctions assessment for the business relationship or envisaged transaction. The business relationship or transaction can only proceed or take place if the officers of the Group Compliance Unit confirm in writing that the prospective dealing or transaction does not violate any Sanctions applicable to the Company. The applicable business unit of the Company which has proposed a certain transaction or business relationship is also responsible for keeping the Group Compliance Unit or the Compliance Officer of the specific company of Hepsiburada Group apprised of any updates or developments concerning the dealing or transaction that could impact the Sanctions assessment.

**4.6.** When deciding whether to enter into business relationships with third parties, the Company will take into consideration such third parties' own compliance, and history of compliance, with Sanctions.

**4.6.1.** The Company will not engage in any dealings or transactions with persons that pose a high Sanctions risk. In order to determine this, the Group Compliance Officer will carry out the necessary investigations and examinations in coordination with other units of the Company.

**4.6.2.** The Code of Ethics and Business Conduct as well as all policies and procedures of the Group should be taken into consideration when determining the parties with whom a business relationship will be established, and it should be ensured that these parties act in accordance with the whole set of rules. In cases where the party with whom a business relationship will be established does not have a policy equivalent to the protection provided by this Policy, the relevant party should provide contractual safeguards which may include (i) *a representation that the relevant party is not the subject or target of any Sanctions*, (ii) *an undertaking to comply with all Sanctions applicable to the Company and rules under this Policy* or (iii) *permitting the Company to terminate the contract in case the relevant party becomes the subject or target of any Sanctions or violates any applicable Sanctions or rules under this Policy or performance under the contract by either party becomes prohibited by Sanctions or sanctionable under secondary sanctions*.

**4.6.3.** Group Compliance Officer will inform Risk Committee with respect to a summary of the matters that were assessed and Sanctions compliance approvals given at least once a year. For high-risk dealings, the Group Compliance Officer will inform the Risk Committee.

**4.7.** Considering that the scope of Sanctions and Sanctioned Countries is subject to constant change and in order to identify potential risks in terms of Sanctions, the Company will use its best efforts to periodically assess its existing business relationships to determine whether it holds any dealings or transactions with persons that pose a high risk. Such high risks could be posed by new applicable Sanctions, the nature or location of persons with whom the Company has a business relationship. Any engaged business relationships of the Group with high risk [persons or entities] should be immediately reported to the Group Compliance Officer or Hepsiburada Compliance Officer who, in coordination with the and relevant units of the Company such as CEO office, Risk Committee, Corporate Governance or Legal Department, if necessary, will advise the Company to take necessary actions to address the existing risks, including the termination of business relationships.

**4.8.** Violations of Sanctions may result in the imposition of significant civil penalties, criminal fines and imprisonment of individuals, revoking of licenses, suspension of export privileges, and harm to the Company's reputation as a NASDAQ-listed company.

**4.9.** This Policy is not open to exceptions.

**4.10.** In the event of an unforeseeable situation where full compliance is not possible, the Group Compliance Officer should be informed, a risk assessment report on the situation should be prepared and measures should be taken under the management of the Risk Committee to prevent the same situation from occurring in the future.

**4.11.** The actions to be taken in relation to the principles outlined in this Policy shall be defined and enforced by the Compliance Unit through the Sanctions Management Procedure, which is established individually for each Group company.

**4.12.** The Sanctions Management Procedure outlines the methodology for assessing sanctions risk; however, all countries and territories defined as Sanctioned Countries shall always be treated as "very high risk" by any Hepsiburada Group company.

## 5. Training

A copy of the Policy has been made available to all employees and it is ensured that all employees have access to the Policy at all times. This Policy is published on Hepsiburada's website and has been made available to all counterparties on <https://investors.hepsiburada.com/en/governance/governance-documents>.

Basic sanctions training is provided on an annual basis to all employees as an online training and the training attendance is monitored by the Group Compliance Unit. Group Compliance Unit is responsible for the establishment and improvement of the training material.

Training includes the online training of all Group employees, distribution of summary notes of developments in the sanction's environment to the senior management and informative announcements within the Group.

Annual trainings include the following matters in minimum:

- Definition of sanctions
- Applicable regulatory sanctions requirements
- Sanctions Authorities (Local and Global)
- List of prohibited countries and key sanctions programs
- Examples of sanctions breaches and evasion attempts
- Consequences of non-compliance with sanctions policies and regulations
- Group key sanctions controls

## 6. Record Retention

The Group should keep the records related to all counterparties and the transactions for at least 8 years after the business relationship is terminated with that counterparty pursuant to the MASAK regulations. The key sanctions records are the following:

- Specific License authorizing a transaction/account,
- Sanctions Regulatory reports,
- Sanctions trainings attendance lists and content,
- Automated screening alerts for customers and transactions,
- Potential Sanctions Breaches reports.

## 7. Notifications

Any violation to this Policy must be notified to the Group Compliance Unit through [groupcompliance@hepsiburada.com](mailto:groupcompliance@hepsiburada.com). Any questions or clarifications regarding this Policy should be addressed to the Group Compliance Unit.

## 8. Penalties

The Company's internal and external stakeholders will be subject to disciplinary processes if they fail to comply with the principles and standards envisaged in the Policy.

Non-compliance with this Policy may result in sanctions pursuant to disciplinary regulations such as termination of employment or commercial contract, suspension, or termination of existing projects. To mitigate the risks, the Group may refuse to establish business/contractual relations, decline to conduct transactions, refuse to provide services, and unilaterally terminate all agreements with the counterparties, thus terminating business/contractual relations. This applies in cases where the counterparty, or any person directly or indirectly related to them, is subject to international economic sanctions, prohibitions, or restrictions imposed by countries, unions, organizations, or has any other connection with sanctioned elements, including sanctioned goods/services. Additionally, such actions may be taken if there are potential risks of violating international economic sanctions.

## 9. Performance, Measurement and Reporting

At the end of each year, performance shall be measured through internal controls, notifications, training outputs, and an annual report shall be prepared by the Group Compliance Officer on the notifications received throughout the year. This report shall be presented to the Risk Committee and also the Board of Directors.

## 10. Coordination and Management

Coordination of this Policy is the responsibility of the Group Compliance Unit of the Company.

## 11. Effective Date

Policy takes effect as of the date stated in the Revision and Review Form.

## **12. Policy Reviews, Amendments and Approvals**

Adequacy and effectiveness of this Policy must be reviewed annually or whenever necessary by the Group Compliance Unit. This Policy is issued in accordance with national and international regulations and obligations of the Group regarding sanctions and in case of compliance, more severe measures will apply. The Group Compliance Unit is responsible to ensure that this policy is valid and updated. The Board of Directors will approve the Policy and subsequent changes to this Policy with the prior approval of the Risk Committee herein. All updates and revisions shall be carried out under the coordination of the Group Compliance Officer.

Amendments and revisions should be recorded with Annex-1 and submitted to the Group Compliance Officer for publishing at the Company web-site.