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Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş.
Anti-Bribery and Anti-Corruption Policy

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1. Purpose and Scope

The purpose of this Anti-Bribery and Anti-Corruption Policy (**the "Policy"**) which is an integral part of the Opet Fuchs' Code of Ethics is to set principles and rules related to the prevention of bribery and corruption. This Policy reflects Opet Fuchs' strong commitment to the fight against corruption and the prohibition of bribery.

All employees, directors and, officers of Opet Fuchs are obliged to comply with this policy, which constitutes an integral part of the Ethical Principles of Opet Fuchs and Koç Group¹ and Fuchs. Opet Fuchs expects all its controlling shareholders and Business Partners to comply with this policy to the extent applicable to the relevant party and/or the transaction and takes the necessary steps to ensure this.

2. Definitions

"Anti-Bribery and Anti-Corruption Legislation" covers all legislation and international agreements, including laws of other countries related to bribery and corruption, to the extent applicable to the relevant transaction (for instance: FCPA - Foreign Corrupt practices Act, UKBA - United Kingdom Anti-Bribery Act, etc.).

"Bribe" is the act of gaining an advantage by giving, offering or promising anything of value to a public official (directly to her/him or to another person, who is designated by her/him to receive it) or any third party in order to obtain an undue advantage in a commercial transaction or relationship in order for her/him to perform or not to perform an action in line with her/his official duty and thus encouraging the other party to corruption by this way. The definition of "anything of value" in this term includes, but is not limited to, money, gifts and entertainment activities with the following nature:

- Activities that partially or completely affect or have a quality to affect objectivity, performance and decision-making ability,
- Activities that may cause a reputational risk if found out by the public,
- Activities that may violate the applicable legislation,
- Activities which may bring about the perception that bribery has been committed or
- Any action that gives rise to preferential treatment in the performance of a particular duty.

¹ For other relevant policies, please also refer to Donation and Sponsorship Policy of Opet Fuchs.

“Business Partners” 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.

“Cash or Cash Equivalent” includes but not limited to money in cash, gift certificates, cards, discounts, securities, gold coins or fuel coupons or similar ticket compliments with specified value.

“Corruption” refers to the abuse of possessed powers to obtain private gain.

“Donation”, refers to donations made in cash or in kind (such as providing products or services) to individuals and institutions (such as associations, unions and other non-profit organizations), universities, schools and other private or public institutions and organizations, without expecting anything in return, in order to serve the public interest and contribute to the realization of a social goal.

“Facilitation Payments (or “facilitation”, “expediting”)”, are informal and improper payments made to secure or expedite routine government transactions, to which the payer is already entitled to carry out.

“Gift” means any item of value, whether given or received directly or indirectly, such as discounts, gift cards, promotions, promise of employment, cash, loans, memberships, services, favors, presents or goods.

“Government / Public Official” generally includes, but is not limited to the following:

- Employees working at government bodies domestically or in a foreign country,
- Employees of government business enterprises (domestic or in a foreign country),
- Employees of political parties, political candidates, (domestic or in a foreign country),
- Any person who holds a legislative, administrative or judicial position, (domestic or in a foreign country),
- Judges, jury members, or other officials who work at domestic, foreign or international courts,
- Officials or representatives working at national or international parliaments;
- Arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

“Hospitality” includes meals, short or long-term accommodation, travel and transport, social events for sporting, cultural or other purposes.

“Incitement To Corruption” refers to the unlawful encouragement of the other party to use her/his duty and position in violation of the legislation.

"Koç Group (Koç Topluluğu)", refers to all companies that are directly or indirectly controlled by Koç Holding A.Ş either alone or jointly and business partners (Joint Ventures) that are contained in the consolidated financial report of Koç Holding A.Ş.

"Opet Fuchs" refers to Opet Fuchs Madeni Yağ San. Tic. A.Ş.

"Politically Exposed Person (PEP)"² refers to individuals who are currently or in the past, either domestically or in a foreign country, elected or appointed to an important public function; board members, senior executives and deputy executives of international organisations and other persons holding equivalent positions; senior politicians; senior officials of political parties; senior judicial, administrative or military officials; senior executives of state-owned enterprises; and the spouses, first-degree relatives (mother, father and children) and relatives of all such persons.

"Sponsorship", is the financial or in-kind support (such as providing products or services) provided for artistic, social, sporting or cultural events that are deemed beneficial to participate in order to obtain a corporate benefit, within the scope of a sponsorship agreement or other types of agreements that contain sponsorship conditions, notwithstanding that it is concluded under a different name.

"Undue Benefit", refers to the situation where a party violates its duties and responsibilities in an unlawful manner in order to obtain benefits in favour of another party with which it is associated and affiliated.

"UN Global Principals Agreement"³ refers to the agreement that is based on the universally adopted United Nations (UN) declarations regarding social responsibility and sustainability practices that deal with the 10 basic areas of responsibility of the business world in the areas of human rights, labour standards, environment and anti-corruption.

3. General Principles

Opet Fuchs has adopted the basic principle of conducting all its activities in accordance with the highest ethical standards. In this direction, it adopts and acts in accordance with all other principles, especially the principle of UN Global Principals Agreement, which is "being against all forms of corruption".

Regardless of the local practices and regulations, Opet Fuchs does not tolerate any form of Bribery, Corruption, Facilitation Payments, giving or receiving of improper gifts to anyone involved in Opet Fuchs' business cycle.

² <https://www.fatf-gafi.org/documents/documents/peps-r12-r22.html>

³ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

No employee may give, receive or authorize any form of Bribe, directly or indirectly through a Business Partner or third party.

Violation of the ABC Rules may have severe consequences for Opet Fuchs and their respective directors, officers and employees including the imposition of civil and criminal penalties; the invalidation of licenses granted by governmental authorities; the confiscation of monetary and other assets; and most importantly, exposes Opet Fuchs to significant reputational damage.

Violation of this Policy may also result in disciplinary actions against employees, including dismissal. Furthermore, if the relevant actions are or may be deemed to be a violation of applicable legislation, public authorities shall be notified by the officer or department in charge of compliance .

4. Implementation of the Policy

4.1. Third Parties and Due Diligence

In order to eliminate the risk of Bribery and Corruption, we do not tolerate in any way, improper transactions concealed under the name of “commission” or “consultancy fee” to hide the real purpose.

Accordingly, Opet Fuchs engage with Business Partners, only:

- upon the completion of the Due Diligence Process ⁴;
- if there is a written contract with appropriate and preventive terms and conditions to ensure compliance with applicable ABC Rules; and
- if terms of such contract including the payment terms are not unusual or significantly above or below the market value and consequently gives the impression that there is an intention to conceal the underlying transaction.

⁴ Please refer to the Opet Fuchs Supply Chain Compliance Policy and Sanctions and Export Controls Policy.

4.2. Gift and Hospitality

All gifts and hospitality or entertainment provided by or offered to a third party, must meet the following criteria:

- Permitted by the ABC Rules,
- Not Cash or Cash Equivalent,
- Reasonable, appropriate to the recipient's position and relevant circumstances,
- Recorded, and accounted fairly and accurately and in a sufficiently transparent manner,
- No appearance of impropriety based on the frequency of previous gifts etc. to show an intention to improperly influence the recipient of the gift etc.

All employees are required to seek guidance from the Assistant General Manager (Finance & Compliance) or Management Systems, Risk and Compliance Directorate of Opet Fuchs.

For further details, please refer to the Opet Fuchs Gifts and Entertainment Policy.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions on behalf of a Opet Fuchs.⁵

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for an improper favor or benefit, and/or to improperly and corruptly influence a Public Official/PEP (and other parties as may be specified in the relevant legislation applicable to Opet Fuchs in the jurisdictions where they operate) or a third party is prohibited.

Donations and Sponsorships should only be made/provided, in accordance with the rules and principles set forth in the Opet Fuchs Donations and Sponsorship Policy⁶.

4.5. Facilitation Payments

Opet Fuchs has a zero-tolerance approach to Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of Opet Fuchs.

⁵ Please refer to the Opet Fuchs Donations and Sponsorship Policy.

⁶ Please refer to the Opet Fuchs Donations and Sponsorship Policy.

4.6. Hiring or Engaging with Government Officials or PEP's

Business relationships and employment decisions shall be made in an ethical manner and shall never be used as a method to Corruptly Influence a Public Official or to obtain Improper Advantage.

Before entering into any business relationship or hiring an employee, the Company shall confirm through internet and media searches and other databases whether the relevant persons are Government Officials or PEP's.

Government Officials or PEP's may be hired or a business relationship (e.g. customer, business partner, etc.) may be established with such persons, provided that they meet the following criteria:

- The officer or department in charge of compliance conducts Enhanced Due Diligence Study ("EDD") and reports to the General Manager of the Opet Fuchs on the compliance risks identified and the possible impact of these risks, as well as the measures to be taken in case of an employment decision is made or a business relationship is established, or a suggestion to terminate or continue an existing business relationship, and the General Manager makes a decision on the matter taking into account the evaluations and suggestions in the said report,
- The relationship has a legitimate business purpose and is regularly evaluated and appropriate actions are taken when necessary,
- The employment of the individual does not create an appearance of impropriety, suggesting that the individual is being hired in exchange for a business advantage or improper action,
- The person to be employed or engaged with objectively has sufficient qualifications required for the relevant position, and
- The compensation and benefits package is reasonable and commensurate with the work and the individual's qualifications.

4.7. Training and Monitoring of Transactions

The Assistant General Manager (Finance & Compliance) and Management Systems, Risk and Compliance Department within the body of Opet Fuchs shall be responsible for the following:

- Providing annual training on the Anti-Bribery and Anti-Corruption Legislation to all employees in coordination with the Management Systems, Risk and Compliance Department,

- If it is required, adapting this Policy to the needs of Opet Fuchs and preparing related procedures.
- Reviewing the content of this Policy and related trainings in coordination with Management Systems, Risk and Compliance Department and following up the completion of the training given to the personnel,
- Reporting the training activities to Main Shareholders in a designated format regularly every year.

4.8. Transparency and Accuracy of Books and Records

Books and records shall be kept in an accurate, transparent, complete, reliable, evidenced and on a timely manner; shall reflect all transactions in accordance with the applicable laws, regulations, and accounting standards.

Accounts and invoices must be fully and clearly explained, vague expressions should be avoided in the explanations, and where necessary, properly documented evidences. The clarity of the explanations and supporting documentation should enable a third-party reviewer to easily understand the transaction and the rationale behind it.

Unrecorded funds or assets are prohibited, and records must not be falsified for any purpose.

Books and records are subject to periodic risk-based audits..

5. Authority and Responsibilities

All employees and managers of Opet Fuchs shall be responsible for complying with this policy and for implementing and supporting the relevant procedures and controls in accordance with the requirements of this Policy. Opet Fuchs expects all its Business Partners to comply with this Policy to the extent applicable to the relevant party and the transaction and takes the necessary steps to ensure this.

If there is a discrepancy between the local regulations, applicable in the countries where Opet Fuchs operates, and this Policy, the stricter of the two shall prevail, unless such practice is in violation of the relevant local laws and regulations.

If you are aware of any action that you believe is in Violation of this Policy, applicable legislation or the Ethical Principles of Koç group, Fuchs or Opet Fuchs, you may contact about this matter to your manager, who is one lever higher in rank than you. Alternatively, it is possible to make a notice to Notification Hotline of Opet Fuchs via

["https://ihbar.opetfuchs.com.tr"](https://ihbar.opetfuchs.com.tr). If you are not an Opet Fuchs employee then, you may forward your notices and notifications to uyum@opetfuchs.com.tr. Alternatively, you can also submit your notifications and statements through Koç Holding Ethics Line ["koc.com.tr/ihbarbildirim"](https://koc.com.tr/ihbarbildirim) or Fuchs Report Line <https://www.bkms-system.net/FUCHS-Compliance-Communication>.

Employees of Opet Fuchs may consult with the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate of Opet Fuchs about their questions regarding this Policy and the implementation of this Policy. Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by third parties, their contracts may be terminated.

6. Revision History

This Policy has entered into force pursuant to the Decision of the Board of Directories taken on the date of 01/12/2021 and Management Systems, Risk and Compliance Department shall be responsible for updating this Policy.

Revision	Date	Explanation
No:1	01.04.2024	Missing expressions are added to the Definitions, the definition of Politically Exposed Person ("PEP") is updated in accordance with the applicable legislation, the process for conducting Enhanced Due Diligence is added to the "Hiring or Engaging with Government Officials or PEP's" expressions that cause ambiguities are improved.