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Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş.  
Competition Law Compliance Policy

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## 1. Purpose and Scope

The purpose of this Competition Law Compliance Policy, which constitute a part of the Ethical Principles of Opet Fuchs (the **"Policy"**) and Main Shareholders is to define the procedures and principles for the execution of all activities within Opet Fuchs in accordance with competition law legislation. This policy aims to ensure that all processes and practices of Opet Fuchs comply with competition law and to raise awareness about the competition law. This Policy is an indication of the importance that Opet Fuchs attaches to complying with competition law while conducting its commercial activities and relations with its competitors.

Employees and managers of Opet Fuchs are obliged to comply with this policy. Business partners are also expected to comply with the procedures and principles of this Policy to the extent applicable to the relevant transactions.

## 2. Definitions

**"Abuse Of the Dominant Position"** refers to the abuse of this power by enterprises having the dominant position in a way that restricts competition in the market. Examples of these practices include complicating the activities of rival enterprises, preventing the entrance of new enterprises to the market, refusing to provide goods and services, engaging in discriminatory practices, stipulating the purchase of another good for the purchase of a particular good and demanding excessive fees.

**"Anti-Competitive Agreement"**, refers to the express or implied agreements that can be made verbally or in writing between the enterprises and that can cover issues such as price determination, production quantity determination and market and customer sharing.

**"Business Partners"** include Suppliers, vendors, distributors and all kinds of representatives, subcontractors and consultants acting on behalf of the company.

**"Competition"** refers to the competition between enterprises in the goods and services market, which ensures that economic decisions can be made freely.

**"Compliance"** is defined as compliance with the requirements of law and regulations, sectoral and organizational standards, internal policies, procedures and generally accepted ethical standards.

**“Concerted Action”** refers to direct or indirect relationships that provide a coordination or practical cooperation that replaces the independent actions of enterprises in the absence of an agreement between Enterprises.

**“Dominant Position”** refers to the power of one or more enterprises in a particular market to determine economic parameters such as price, supply and production and distribution quantities by acting independently of their competitors and customers.

**“Enterprise”** refers to real and legal persons that produce, market and sell goods or services in the market, as well as any unit that can take independent decisions and constitute an economic whole.

**“Information Sensitive to Competition”** refers to all kinds of information that may distort, restrict and/or have a negative effect on the competition if shared with competitors, including but not limited to price, quantity, customers, costs, turnovers, sales, purchases, capacity, product quality, marketing plans, risks, investments, technologies, innovation and R&D programs and other similar information.

**“Main Shareholders”** means OPET Petrolcölük A.Ş and Fuchs Petrolub SE, the main shareholders of Opet Fuchs.

**“Opet Fuchs”** means Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş.

### 3. General Principles

Opet Fuchs expects its employees and Business Partners to conduct their businesses in accordance with the legislation of the country, where they carry on a business, Ethical Principles of Opet Fuchs and this Policy. In this context, acting in accordance with competition law regulations is an important part of the duties and jobs of all managers and employees.

Opet Fuchs,

- Regularly monitors the compliance of its Activities in terms of the competition law.
- Takes the necessary actions regarding the management of competition law compliance risk.
- Carries out the necessary training and audit activities in order to raise the awareness of employees and managers about competition law.

Within the framework of this Policy, employees, managers and Business Partners of Opet Fuchs shall be obliged not to conclude Agreements contrary to the Competition law, not to engage in Concerted Actions with competitors, not to act in accordance with the anti-competitive decisions of association of enterprises, not to share information with competitors that may pose a problem in terms of competition law, and to display the necessary sensitivity not to Abuse of the Dominant Position.

Violation of this Policy may result in severe adverse consequences for Opet Fuchs, its related managers, employees and Business Partners, including legal, administrative and criminal sanctions depending on the legislation applicable in the region where they conduct their activities, and most importantly, may cause serious damage to the reputation of Opet Fuchs.

## **4. Implementation of the Policy**

### **4.1. Rules to be Considered in Relations with Competitors**

It is prohibited to enter into any agreement with the managers or employees of a competitor company that directly or indirectly aims to prevent, disrupt or restrict the competition, or that has already caused or may cause such an effect or to engage in any activity, which has the nature of Concerted Action, with them. In this context, Anti-Competitive Agreements such as customer and territory sharing, supply restriction and collusion in tenders shall not be concluded with the competitors.

Attention shall be paid to the language used in negotiations and correspondence with competitors, and no Competitive Information shall be shared. It is of great importance that the employees who are in contact with the competitors act in accordance with some basic principles in order to comply with the Competition Law. In this context, it shall be reminded that it is necessary to avoid sharing information, which is sensitive to competition such as price and cost, with competitors.

- Within the framework of competition rules, it is strictly forbidden to conclude price agreements with competitors and it shall be sufficient for the violation to occur even if they have only spoken about this issue with the competitors. The fact that the agreement has not been implemented does not preclude imposing an administrative fine. In the same way, anti-competitive agreements such as customer and territory sharing and supply restriction shall not be concluded with the competitors.

- In all kinds of contacts with competitors, extreme caution shall be exercised. In particular, association meetings, through which competitors come together, are the environments where it is necessary to be extremely sensitive in terms of competition rules. People who will attend such meetings shall be aware of these considerations and pay attention to acting in accordance with the rules.
- Attention should be paid to the language of correspondence in negotiations and correspondence with competitors, and any information sensitive to competition (such as price strategy, unannounced campaign, discount information) can be shared, provided that it is based on legal sources and that the lawful source is included. The following information should be paid particular attention to in terms of the lubricants sector and should not be shared with competitors:
  - Future-oriented price information,
  - Future-oriented campaign information,
  - Customer information
  - Stock information,
  - Target information,
  - Information about whether goals can be met,
  - All kinds of future-oriented strategic information,

Before responding to requests from competitors that carry the risk of violating the competition rules, the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate of Opet Fuchs shall be consulted and incoming requests shall not be left unanswered and the parties shall be notified in writing that such requests do not comply with the competition rules and therefore such requests cannot be answered positively, and it shall be documented that Opet Fuchs will not be a party to such an agreement.

Information about competitors shall only be obtained from publicly available sources such as press releases, annual public reports, official records, trade magazines, speeches given by company managers, and in accordance with the legislation. In case such sources, which contain information about competitors are referred to in presentations, reports and similar documents prepared by the company, the legal source of the information shall be clearly and comprehensibly stated.

## **4.2. Rules to be Considered in the Case of A Dominant Situation**

Opet Fuchs may be in a Dominant Position in different markets in which it operates. In this case, employees shall carry out their activities sensitively in accordance with the requirements of the Dominant Situation. The determination of the dominant position shall be evaluated separately for each market, based on the market shares of enterprises and competitors and some specific factors. Furthermore, If Opet Fuchs is in a position to be considered dominant in a market in which it operates then, it shall refrain from the following practices that can be considered as the abuse of the Dominant Position:

- Implementation of pricing strategies that exclude competitors from the market or discriminate against certain customers. For instance; offering non-objective loyalty discounts to increase sales.
- Requiring the purchase of another product in order for enabling to customer to purchase a certain a product.
- Refusing to provide goods or services without any objective justification.
- Carrying out activities to prevent competing enterprises operating in the market or wishing to enter the market from doing business.
- Offering different conditions for actions of a similar nature to buyers in equal status.
- Application of excessive pricing and/or offering agreements with unfair commercial terms.
- Signing long-term exclusivity agreements. (The time restrictions in this regard may vary depending on the market of the relevant service/product. Prior to signing such agreements, the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate of Opet Fuchs shall be consulted.)

## **4.3. Rules to be Considered in the Relations with Customers, Dealers and Suppliers**

Employees and managers of Opet Fuchs shall respect the freedom of the dealers to determine their own sales prices, profit and discount rates in the sector in which they operate, and shall strictly avoid any actions and statements that may create the impression that these freedoms are restricted by Opet Fuchs. It shall ensure that the activities are carried out in a manner that does not contradict the competition law, especially in terms of region or customer limitation, within the scope of the applied distribution system. In its relations with the Suppliers, it shall act within the framework of agreements that comply with competition rules.



Being aware of the fact that dealers and suppliers are competitors of each other, caution shall be exercised against sharing information sensitive to competition between these organisations or making any statements and actions that may constitute a Concerted Action or Anti-Competitive Agreement and necessary warnings shall be given to the relevant parties regarding the avoidance of such communication and transactions.

#### **4.4. Mergers and Acquisitions of Companies and Joint Venture Transactions**

Transactions regarding the merger of two or more companies or the complete or partial change of control of a company (through the purchase of shares or assets) or the establishment of a joint venture may be subject to the approval of the competition authorities pursuant to certain criteria. Performing transactions subject to permission without obtaining permission from the competition authorities creates the risk that the transaction will be deemed legally invalid and/or administrative fines will be imposed. In this context, in order to ensure that the necessary evaluation can be made before any agreement is concluded or a written commitment is made, the Assistant General Manager (Finance & Compliance), Main Shareholders' Compliance departments or officers and Koç Holding Law and Compliance Consultancy shall be informed in the preliminary stages of merger, acquisition or joint venture transactions that Opet Fuchs plans to carry out.

#### **4.5. Activities Carried Out in Associations of Enterprises**

As part of their work, employees of Opet Fuchs shall attend various meetings and activities in industry associations such as Petroleum Industry Association (PETDER). Structures such as PETDER are considered as association of enterprises associations in terms of the Competition Law. Within the scope of Competition Law, associations of enterprises refer to any union that has or does not have a legal personality, in which enterprises come together to achieve various goals. Since the meetings of the association of enterprises are the environments where rival enterprises come together, managers and/or employees attending these meetings shall act carefully to avoid acts contrary to the Competition Law. In accordance with the Competition Law Compliance Policy, the person attending the meeting shall pay particular attention to the following issues:



- **Future-oriented information sensitive to competition** such as prices, stocks, and campaigns shall never be shared at meetings.
- In the event that such information is shared by one of the competing enterprises an annotation shall be placed on the meeting minutes and the meeting shall be abandoned immediately. In the annotation recorded in the minutes, it shall be clearly explained that the meeting was abandoned due to acts that violate/may violate the competition law. If it is not possible to put an annotation, the meeting shall still be abandoned immediately and an e-mail with the same explanation shall be sent to those who were present at the meeting as soon as possible. This e-mail shall be stored and preserved.
- It shall be noted that the unilateral sharing of information by the participants of the meeting also constitutes a violation of the competition law. It does not matter whether the shared information reflects the truth or not.
- If there is any doubt that competitive information will be shared at the meeting, officers of Opet Fuchs shall not attend that meeting at all.

In the cases mentioned above, the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate of Opet Fuchs shall also be informed. In addition to above-listed issues, in case the meeting poses a high risk then, it will be beneficial for Opet Fuchs that Competition Law Consultant attends the meeting alongside the participant, with the guidance of the Assistant General Manager (Finance & Compliance) and/or the Management Systems, Risk and Compliance Director.

#### **4.6. Use of Press, Media and Other Social Communication Networks**

Employees and managers of Opet Fuchs shall act very carefully in their releases and posts in the press, social media and other communication channels as part of compliance with the Policy. Especially in terms of Competitive Information exchanges with competitors, these channels are the places, in which the utmost attention shall be paid. In this context, enterprises shall refrain from sharing information, which can be considered as unilateral information sharing with their competitors, especially the information sensitive to competition, such as future-oriented price, stock, campaign information, through such channels.

#### **4.7. Establishing Communication with Competition Authority Officials During the Inspection**

It will be important to cooperate with competent Competition Authority Officials in case an investigation regarding competition law is initiated against Opet Fuchs. In the cases where the inspection is blocked and the inspection is made difficult, heavy administrative and legal sanctions may be imposed. However, in order to protect the rights of Opet Fuchs, the following points shall be considered during on-site inspections:

- Officers who come to the inspection shall be requested to show their authorization documents and the names and institutions of officers and the time when they arrived the company shall be noted.
- Immediately contact the Assistant General Manager (Finance & Compliance) and/or the Management Systems, Risk and Compliance Manager, as well as the main shareholders' departments or officers responsible for Compliance, with Koç Holding Law and Compliance Consultancy.
- You shall refer officers to the Assistant General Manager (Finance & Compliance) and/or the Management Systems, Risk and Compliance Manager, or to another senior manager.

In the event that Competition Authority officials asks questions or request information via telephone/e-mail or other similar means, you shall immediately direct the caller to the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Manager and shall not answer any question.

#### **4.8. Training and Development**

Opet Fuchs shall be obliged to fulfil the following considerations:

- Providing all its employees with the necessary competition law training on a regular basis,
- Adapting this policy to the needs of the company, if it is required, and preparing the necessary procedures.

The Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate;

- shall review the content of own procedures and trainings of the company in coordination with Legal and Compliance Consultancy Departments of Main Shareholders and follow up their completion statuses,
- shall submit an annual report on training activities to the Koç Holding Law and Compliance Consultancy.

## 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 of Opet Fuchs 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.

In case of any difference between this Policy and the local legislation applicable in the countries where Opet Fuchs carries out a business, the more restrictive one shall prevail between this Policy and the legislation of the relevant country, to the extent that the relevant application does not contradict the local legislation.

If you are aware of any action that you believe is in violation of this Policy, applicable legislation or the Ethical Principles of Opet Fuchs, you may consult or report this matter to your manager, who is one level higher in rank than you. Besides, it is possible to notify or consult to the Assistant General Manager (Finance & Compliance) through Notification and Information Hotline, available at the following address: "<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](mailto: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 about their questions regarding this Policy and the implementation of this Policy. Violation of this policy by an employee may result in significant disciplinary punishments, including dismissal. In the event that any third party expected to act in accordance with this Policy acts in violation of this Policy then, the relevant agreements may be terminated.

## 6. Revision

This policy shall enter into force as of the 01/12/2021 and the Management Systems, Risk and Compliance Department of Opet Fuchs shall be responsible for the execution of this Policy.

Revision	Date	Explanation