

compliance

Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş.
Ethical Principles

Table of Contents

Management's Message	3
1. Our Core Values	4
2. Our Ethical Principles – Why and For Whom?.....	5
3. Our Principles and Policies	6
3.1. Respect For Human Rights.....	6
3.2. Compliance with The Law in All Conditions	7
3.3. Anti-Bribery and Corruption.....	8
3.4. Preventing Conflicts of Interest.....	9
3.5. Prevention of Laundering the Proceeds of Crime, Financing of Terrorism and Weapons of Mass Destruction	10
.....	10
3.6. Compliance with Economic Sanctions and Export Controls	10
3.7. Privacy and Protection of Internal Information	11
3.8. Donation, Sponsorship and Social Investments	12
3.9. Compliance with Competition Law.....	13
3.10. Creating a Healthy and Safe Workplace Environment.....	14
3.11. Using Social Media Accounts	15
3.12. Being Honest and Fair in our Relationships with the Stakeholders	16

Management's Message

Dear Colleagues

Our Valued Stakeholders,

As Opet Fuchs, we act with an approach that focuses on people and takes care of the world while growing our business together with our shareholders OPET Petrolcülük A.S and Fuchs SE. Long-term cooperation based on trust, which we have established with all our stakeholders, especially our colleagues, forms the basis of this understanding. Our values of courage, transparency, sustainability, people-oriented and continuous development and our commitment to our ethical principles will always guide our company. The period of rapid change we are going through brings uncertainties. It is important for individuals and institutions to show an ethical stance under all circumstances and take strong steps towards the future, not only to move our business forward, but also for the entire world and societies.

Our structure which operates in international markets in the lubricant sector; the change brought by many different local and international regulations makes the adoption of universal approaches a top priority day by day. We aim for the Opet Fuchs Ethical Principles and related policies determined with the aim of moving our company further to guide all of us in this sense.

I would like to thank you all for efforts you put into the implementation of the Opet Fuchs Ethical Principles and for the collaborative environment you have created.

Best regards,

Özgür Canşe
General Manager

1. Our Core Values

As Opet Fuchs, our values are courage, transparency, sustainability, people-oriented and continuous development. Along with these values, Koç Group values; honesty, integrity, responsibility and Fuchs values; reliability, integrity and creating value also guide us in our decisions and actions. As all Opet Fuchs employees and management, we exhibit attitudes and behaviors that will ensure cultural integrity within the frame of these values.

2. Our Ethical Principles – Why and For Whom?

Opet Fuchs Ethical Principles was composed to be a guide to Opet Fuchs managers, employees and our Business Partners (supplier, contractor, consultant, all kinds of representatives acting on the company's name and account, etc.). All Opet Fuchs employees are required to comply with the Opet Fuchs ethical principles as well as the legal regulations of the countries in which the company they work for operates or has a business relationship with.

While it is the duty of all Opet Fuchs employees to comply with the Opet Fuchs Ethical Principles, Opet Fuchs senior management is expected to show leadership in this regard.

Our Ethical Principles are based on the following three operational foundations of the Compliance Program:

- Prevention - We aim to establish and spread a culture of honest work at all levels in all countries where we operate.
- Detection - We encourage our employees to report nonconformities and be the voice of our values.
- Response - We report violations, investigate them with a proper and fair approach, impose the relevant sanctions if necessary, and work to continuously improve and enhance our own system.

In circumstances that are not explicitly included in the Opet Fuchs Ethical Principles or the Opet Fuchs Policies, we act in accordance with the spirit of our ethical principles, in harmony with basic ethical values.

In case of any doubts, we consult with the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Department.

Please refer to Opet Fuchs Compliance Policy for detailed information.

Misconception:

Opet Fuchs' compliance with the legislation, contracts to which it is a party and commitments is the duty of senior management and the Assistant General Manager (Finance & Compliance) .

Truth:

It is the duty of all Opet Fuchs employees to comply with the legislation, contracts to which we are a party and our commitments. Senior management and Compliance Officers are responsible for taking the necessary measures to ensure that all Opet Fuchs employees and Business Partners comply with these obligations.

3. Our Principles and Policies

3.1. Respect For Human Rights

As Opet Fuchs, we aim to be the ideal institution that will ensure sustainable growth, create added value, consist of the most successful and competent professionals and that everyone is proud to be a part of.

We adopt the United Nations Declaration of Human Rights and aim to ensure that our Ethical Principles and relevant policies comply with these principles.

We take the necessary care to treat all our employees equally and be fair and expect the same attitude from all our stakeholders.

- We communicate with all our stakeholders in a way that is consistent with our values and our corporate identity.
- In recruitment, we seek job eligibility qualifications as a single measure, regardless of gender, language, religion, race, color, age, nationality and difference of opinion and assets.
- We reward success with fair and competitive wage policies, effective and objective performance evaluation systems and practices.
- We aim to increase our employees' commitment to the company by providing equal opportunities in appointments, promotions, rotations and rewards.
- We provide equal opportunities and chances for the training, guidance and development of our employees.
- We create a working environment where cooperation and solidarity are the most important factor, promoting transparent and mutual respect.
- We do not tolerate any form of discrimination.
- We provide clean, healthy and safe working conditions to our employees.
- We respect the unionization and collective bargaining rights of our employees.
- We do not tolerate any form of violence or harassment.
- We do not tolerate child labour, slavery, human trafficking and forced labor.
- We use company resources responsibly.

Question:

My manager often asks questions about my ethnicity and family. I don't want to take action because I don't want to lose my job, but I'm afraid it will prevent me from progressing in my career.

Answer:

If you believe that your manager's behavior affects you negatively in the business environment and leads to discrimination, you can report this to your higher manager or anonymously to the notification address.

Please refer to Opet Fuchs Human Rights Policy for detailed information.

3.2. Compliance with The Law in All Conditions

In each country where we transact business, we act in accordance with the law, in cases where the legislation is unclear, we act in compliance with Our Ethical Principles and in consultation with the competent authorities where necessary.

As Opet Fuchs, we consider intellectual and industrial property rights as an important tool for achieving sustainable competitive advantage and best business results. In this context, protecting the innovations that make a difference and strong brands in markets, creating value from the portfolio we have, being open to cooperations in this scope and respecting the intellectual and industrial property rights of third parties are our basic principles in this field.

In the processing of personal data, we act in accordance with the legal regulations and take the necessary measures. In this context, as Opet Fuchs, we act in compliance with the local and international legislation to which we are subject and the principles set out in the processing of personal data in all circumstances.

We keep an account of all our business activities and records fully and clearly in accordance with applicable legislation and ensure that agreements with third parties are clear, understandable and in accordance with the legislation, Our Ethical Principles and policies.

We provide our employees with the necessary training, but we expect them to know in which cases support should be received from their managers, the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Department.

We are aware that failure to comply with the law will affect not only the employee, department or company concerned, but also our shareholders. We know that in addition to local legislation, Opet Fuchs may be required to comply with international regulations regarding its contractual obligations. We act with the awareness that our incompatible actions may have many sanctions, including administrative fines, and people can be held responsible personally.

THINGS WE SHOULD ASK OURSELVES WHILE ACTING ON BEHALF OF OPET FUCHS

Am I acting in accordance with the law?

Am I acting in accordance with Opet Fuchs' Ethical Principles and policies?

Do I reflect the Opet Fuchs culture correctly?

Have I considered the risks involved?

Does my behavior adversely affect Opet Fuchs' reputation in any way?

3.3. Anti-Bribery and Corruption

As Opet Fuchs, we carry out every work we do and every decision we make in accordance with the highest ethical standards, and we take the necessary measures to fight corruption and bribery with determination.

In line with our Ethical Principles and related policies, it is strictly prohibited to provide an interest to domestic or foreign government officials and other third parties to obtain an illegitimate benefit, regardless of whether they are public officials or not. This ban also includes providing, offering, promising anything of value to any third party, or accepting a value of this type from persons in question, in order to influence their decisions, directly or indirectly related to the commercial activities of Opet Fuchs.

All our employees are required to comply with local and relevant international anti-bribery and corruption legislation and the relevant Opet Fuchs policies, and we expect all our Business Partners to act in accordance with the relevant regulations.

Gift and Entertainment

As Opet Fuchs, our gift and entertainment practices must comply with the following rules:

- It must correspond to the legislation.
- It should be within the limits set out in the policies and procedures, in reasonable amounts and rarely practiced.
- It should not be cash or anything of similar kind.
- It should be recorded in our books and records openly and transparently.
- It must be done in accordance with the accepted commercial practices.
- It should not affect the decision process in any of our business relationships.
- In case it is known to the public, it must not be of nature that will damage the reputation of Opet Fuchs.

Please refer to Opet Fuchs Anti-Bribery and Corruption Policy and Opet Fuchs Gift and Hospitality Policy for detailed information.

Question:

Ahmet, who works in the sales department of A, one of our supplier companies, sends gifts to the purchasing department at regular intervals. Gifts can be local sweets, chocolate at times, and sometimes a shirt or tie. Can we accept such gifts from the companies we work with to avoid disrupting our ongoing business relationship?

Answer:

In case the gifts and entertainments are made regularly and not in reasonable amounts, it creates a contradiction to the Criteria for Gifts and Entertainment. Such gifts should not be accepted if gifts are sent regularly and not in a reasonable amount in a way that may affect or appear to affect the decision-making process.

3.4. Preventing Conflicts of Interest

As Opet Fuchs employees, we take care not to be in any situation that may prevent us from being impartial, benefit ourselves or our relatives or create this impression, where our personal interests and our responsibilities towards Opet Fuchs may conflict in the decisions we make according to our roles and responsibilities.

In case we are in a situation that can be considered a conflict of interest, we will avoid any damage that this may cause us and our company by sharing the matter with our managers and the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Department. In order to prevent possible conflict of interest situations:

- We avoid obtaining benefits for ourselves or our relatives by abusing our titles or powers.
- We take the necessary care so that our personal investments outside of work do not prevent us from dedicating the necessary time and attention to fulfill our current duties at Opet Fuchs and do not create a conflict of interest.
- Even outside the working hours, we do not engage in any activity and/or enter into a business relationship that may be contrary to our loyalty obligation to Opet Fuchs and/or that may adversely affect our individual performance.
- In the event that we have a kinship or other relationship with persons in a primary decision-making position in the commercial activities of our business partners related to Opet Fuchs, we will inform our manager and the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Department on this issue.

Question:

I am one of the decision makers in the purchasing processes. My cousin is the controlling shareholder of one of our supplier candidates. But this company stands out as a company that has undergone standard purchasing processes, is competent in its field, offers the best quality and the most reasonable price, and is likely to sign a contract with. What should I do in this situation?

Answer:

As a result of the evaluations made during the purchasing process, this company can be selected as fair and impartial. But as one of the people who makes this decision, you should not be a decider in this process, so that there is no impression that there is a personal interest relationship between you and the company involved. Therefore, you should ensure that the assessment is carried out by another manager for you by informing your top manager about the issue. Through this means, you can ensure that the decision is made in an ethical and transparent way.

3.5. Prevention of Laundering the Proceeds of Crime, Financing of Terrorism and Weapons of Mass Destruction

Integration of income derived from illegal activities into the financial system by creating the impression that it has been gained through legal methods is called money laundering.

As Opet Fuchs, in compliance with local and international regulations, we take necessary measures against and avoid all kinds of commercial transactions that can be seen as the laundering the proceeds of crime, financing of terrorism and weapons of mass destruction and perform Due Diligence before entering to a business relationship. As Opet Fuchs, we do not interact with third parties about whom we do not have sufficient information, which have negative intelligence, which pose a risk and raise doubts for these reasons.

Please refer to Opet Fuchs Prevention of Laundering the Proceeds of Crime, Financing of Terrorism and Weapons of Mass Destruction for detailed information.

3.6. Compliance with Economic Sanctions and Export Controls

As a company operating in international markets, we take effective and necessary measures to comply with regulations on economic sanctions and export controls.

Within this scope, we do not establish commercial relations with the persons on the embargo and sanctions lists, and in case there is an obligation to make direct or indirect contact, we will assuredly obtain approval from the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Department before the contact is made.

Please refer to Opet Fuchs Sanctions and Export Controls Policy for detailed information.

Question:

If the company I trade with is not on the sanctions list, can I trade with that company even though it is located in a country subject to extensive sanctions?

Answer:

In countries subject to extensive sanctions, other than the party with which you trade, many more controls such as the origin of the raw material of the product you sell, the currency received for payment, the nationality of the people who are signatories to the transaction must be made. In case of trade with these countries, approval must be obtained from the Assistant General Manager (Finance & Compliance) and/or Management Systems, Risk and Compliance Directorate.

3.7. Privacy and Protection of Internal Information

We are aware that it is forbidden to use or share personal, commercial, financial, technical, legal and/or similar confidential information belonging to Opet Fuchs, our employees or our Business Partners for our own or third parties' benefit, and we take the necessary measures to protect the confidential information that we are aware of as pursuant to our roles and responsibilities.

We only use the information we obtained for our work, which we are obliged to do as per our job description. We comply with the applicable legislation and our contractual obligations when sharing trade secrets and other confidential information.

We protect the confidential information we have obtained even if we leave Opet Fuchs and we do not share it with third parties.

3.8. Donation, Sponsorship and Social Investments

In order to support social development in the geographies in which we operate, we donate and sponsor activities in accordance with our principles. We conduct donation and sponsorship processes transparently and take care that these activities do not conflict with Opet Fuchs' values or business interests.

We do not donate or sponsor any activities that violate human and animal rights, encourage tobacco, alcohol and drugs, or harm the nature. We do not donate or sponsor activities to organizations that discriminate on the basis of gender, language, religion, race, color, age, gender, nationality and differences of thoughts.

Social Investments

We invest in environmental and social issues by developing long-term collaborations to address the needs of the geography in which we operate. We consider important that our social investments are parallel to business priorities, and that they are implemented by establishing collaborations with institutions or individuals who are experts in the subject.

Political Activity

We do not donate to political parties, politicians or political candidates. On the other hand, we respect and do not limit the voluntary participation of our employees in legal political activities. Opet Fuchs resources (vehicle, computer, email, etc.) cannot be used for political activities or personal donations to be made for this purpose. Demonstrations, propaganda, and similar activities for political purposes are not allowed within the Opet Fuchs work areas.

Please refer to Opet Fuchs Sponsorship and Donation Policy and Community Investments Policy for detailed information.

3.9. Compliance with Competition Law

As Opet Fuchs, we act within the framework of our legal regulations and company policies in a manner befitting our reputation in all the countries in which we operate. We do not participate in any practice that would be contrary to the rules of competition law.

Our basic principles under competition law are:

- Being in compliance with competition law regulations
- Not engaging in agreements and behaviors with competitors or other persons or organizations, directly or indirectly, that are intended to prevent, disrupt or restrict competition, which have or may cause such an effect, outside the limits permitted by law
- Obtaining information about competitors only by the methods provided by legislation and judicial opinion and using it by specifying sources in all relevant documents
- Avoiding behaviors that can be considered abusive for our company in case we are in a dominant position in the market in which we operate
- Avoiding any meetings and communications that may lead to the above-mentioned situations or be described as such in associations, councils, chambers, professional associations meetings and other private or professional meetings and meetings that bring together competitors such as conferences and fairs, where Opet Fuchs is represented
- Addressing issues that may be contrary to competition law within Opet Fuchs with the same care and diligence

Please refer Opet Fuchs Competition Law Compliance Policy for detailed information.

Question:

Can an employee who has worked in one of the competing companies be asked to contact his/her former company to get information about price, cost, stock, raise, discount, campaigns?

Answer:

Sharing information such as price, cost, stock, raise, discount, campaign, which are considered sensitive competitive information, is strictly prohibited directly between competitors in terms of competition law and heavy fines are likely to be imposed on both our company and related employees. For this reason, it should be avoided to obtain information about the competitors directly from the competitors through employees or otherwise.

3.10. Creating a Healthy and Safe Workplace Environment

As Opet Fuchs, one of our biggest aims is to create a healthy and safe workplace environment for our employees and to enable our Business Partners such as our agents and dealers to create a workplace environment as such. For this purpose, we take all kinds of measures and try to raise awareness in this field by providing training within the scope of Occupational Health and Safety.

We carry out our activities in a healthy and safe way without risking our employees, contractors, dealers and society. In order to implement this, we use facilities with safe design, work with competent people in their business and put safety at the forefront in our processes.

In Opet Fuchs, human life is of top priority, and no job can be important enough to be carried out without safety and health measures. Our employees comply with all legal Occupational Health and Safety regulations and our Opet Fuchs policies and promptly notify our communication channels of unsafe working conditions. We will immediately report any accident, injury or unhealthy situation. We identify our emergency scenarios and make appropriate preparations; we know what needs to be done in case of an emergency. We do not come to work under the influence of drugs and alcohol.

Question:

Although it is forbidden to keep flammable and combustible substances in the workplace due to our safety at the working facility, my manager smokes in the production area. What should I do in this situation?

Answer:

If possible, you should first warn your manager. However, if the same behavior continues, you can report this to a higher manager or Human Resources Department; in case you want to hide your name and contact information, you can notify the Koç Group, Fuchs and Opet Fuchs notification address.

3.11. Using Social Media Accounts

As Opet Fuchs, we continue to participate in social media, which has a strong growth trend in the world and in our country especially in recent years, in accordance with our principles and brand values. We are aware that personal social media accounts are individuals' private areas and we respect their preferences of sharing.

On the other hand, we are aware of the significant reputational risks it can bring to Opet Fuchs, as well as the benefits that could be gained from the correct use of social media. Therefore, when sharing on social media, we avoid sharing content that may cause disagreements and uncertainty about corporate matters, as well as information and photos that may violate opet Fuchs' privacy rules. We always make sure that we comply with legal regulations and Opet Fuchs Ethical Principles and related policies in our social media posts.

Question:

I came across content on social media which I think to be important about Opet Fuchs, what should I do?

Answer:

Please submit the content to our Assistant General Manager (Finance & Compliance) at ihbar.opetfuchs.com.tr. By this means, we can take action on this issue as soon as possible, if necessary.

3.12. Being Honest and Fair in our Relationships with the Stakeholders

Stakeholders refer to all parties affected by Opet Fuchs' activities and whose activities affect Opet Fuchs, and our basic principles in our relations with our stakeholders are stated below:

- In our selection of suppliers, dealers and authorized dealers we decide on objective criteria and take care to be in business relations with parties that care about human rights, take into account the principles of anti-bribery and corruption, and fulfill their legal obligations.
- We keep the communication channels with our stakeholders open, and we always consider their complaints and suggestions.
- We always abide by the rules of confidentiality in our visits and audits to our stakeholders.
- We expect all our stakeholders to comply with relevant laws and regulations at all times.
- We always provide the public and the media with honest and reliable information. We do not make statements that contradict the ethical values of Opet Fuchs in our press briefings.
- We protect the rights and interests of shareholders determined by law.
- We make the utmost effort to create value in exchange for the resources provided by them, distribute the resulting profit to shareholders in accordance with the law and legislation, or direct them to investment.
- We ensure that Opet Fuchs is managed within the framework of the principles of trust and honesty, and we manage the resources, assets and working time of our company with the awareness of efficiency by targeting sustainable growth and profitability.

Question:

A dealer with whom we have worked for many years belongs to a family known in the industry and respected by the environment. It has been showing a quite high performance recently and we have a very profitable business relationship for Opet Fuchs. However, I learned that some of its employees are uninsured, and in some periods of labor intensity, children are recruited in this company. Our dealer says that this situation is born of necessity, that none of the employees complain about the situation, and that all salaries are paid to workers in cash if necessary. What should I do in this situation?

Answer:

As Opet Fuchs, we expect all of our Business Partners to comply with legal obligations and take appropriate measures. Since it will not be appropriate to work with a dealer who acts contrary to the legislation as stated, it should be ensured that urgent measures are taken by contacting the relevant company within open communication. Otherwise, we must remind our dealer that the termination of the dealership agreement may come to the fore by acting within the knowledge of our managers, the Assistant General Manager (Finance & Compliance) and the Management Systems, Risk and Compliance Department.

4. Raising the Concerns

As Opet Fuchs, we know that the violation of the legislation and our Ethical Principles threatens the general interests of individuals, companies and society; it causes injustice, material and moral damages; that it is a conscientious duty to inform the competent authorities when such situations occur.

Opet Fuchs attaches great importance to honesty and accountability in all its businesses. It is our duty to maintain a culture of honesty and respect, and to oppose any behavior that may be contrary to Opet Fuchs' ethical standards. Therefore, as all employees, we act in accordance with the Opet Fuchs Ethical Principles, the relevant policies. In case of any doubt, we will consult Opet Fuchs Assistant General Manager (Finance & Compliance) , Management Systems, Risk and Compliance Department.

In order to manage the reporting mechanism of Opet Fuchs in the best way, those who witness or suspect any misconduct or unethical behavior are expected and supported to raise their concerns. Managers are also required to forward all misbehavior reported to them to the notification address.

- Issues that can be reported include, but are not limited to, the following:
- Crimes such as theft and fraud
- All forms of discrimination (race, religion, language, color, sex, age, etc.)
- Violation of the Code of Ethics, laws, moral values and legal regulations
- Threat to the safety or health of the community
- Improper use of company equipment
- Fraud in accounting records
- Giving or receiving a bribe
- Revealing the secrets of Opet Fuchs
- Money laundering
- Environmental damage
- Harassment
- Mobbing

If you are an Opet Fuchs employee, you can share your notifications and statements with the Assistant General Manager (Finance & Compliance) through "ihbar.opetfuchs.com.tr". If you are not an Opet Fuchs employee, you can submit your notifications and statements on uyum@opetfuchs.com.tr. Alternatively, you can also submit your notifications and statements through Koç Holding Ethics Line "koc.com.tr/ihbarbildirim" or Fuchs Report Line <https://www.bkms-system.net/FUCHS-Compliance-Communication>.

Please refer to Opet Fuchs Whistleblowing Policy for detailed information.

5. Revision History

Opet Fuchs Code of Ethics takes effect on 01.12.2021 as of the date approved by the Board of Directors and will be maintained by the Management Systems, Risk and Compliance Department.

Revision	Date	Comment
No:1	01.04.2024	Referrals to the Prevention of Laundering the Proceeds of Crime and Financing of Terrorism and Weapons of Mass Destruction are added. Besides, the expressions that cause ambiguities are improved.