

Türkiye Petrol Rafinerileri A.Ş.
Anti-Bribery and Corruption Policy

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1. PURPOSE AND SCOPE

The purpose of this Anti-Bribery and Corruption Policy (“**the Policy**”), as a reflection of Tüpraş (as defined below) to fight against corruption and prohibition of bribery, is to set principles and rules in relation to prevention of bribery and corruption.

All employees, directors, officers of Tüpraş shall comply with this Policy, which is an integral part of the Koç Group Code of Ethics and Tüpraş Code of Ethics and Business Conduct and its Implementation Principles¹. Tüpraş also expects and takes necessary steps to ensure that all its major shareholders and its Business Partners - to the extent applicable - complies with and/or acts in line with this Policy.

2. DEFINITIONS

“**ABC Rules**” all relevant anti-bribery and corruption related legislation (e.g. Turkish Penal Code), foreign laws (e.g. Foreign Corrupt Practices Act, UK Bribery Act etc.) and international treaties to the extent applicable to the relevant transaction.

“**Bribery**” refers to giving, offering, promising, accepting or proposing any material or immaterial benefit to a public officer or any other third person (directly or through another person) or interceding for the same directly or through other persons, with the aim of obtaining Improper Advantage for the benefit of himself or any others over, or Corruptly Influencing a business transaction or relationship in order for the relevant person to do, not do, facilitate, prioritise, amend or slow down a task as part of that person’s duty. Material and immaterial benefits cover any form of benefit including but not limited to money, gifts, social benefits, opportunities, commissions and entertainment, that:

- affect or may affect impartiality, performance and ability to make decisions,
- may be reputation wise detrimental if it became public,
- would be a breach of the applicable legislation,
- can be perceived as bribery, or
- may correspond to a privileged treatment for carrying out a certain task.

“**Business Partner**” means suppliers, customers, representatives, independent contractors and consultants that act on behalf of Tüpraş, and other third persons that Tüpraş work with.

“**Corruptly Influence**” means intent or desire to wrongfully influence and induce the recipient misuse his/her position.

“**Corruption**” means “the abuse of entrusted power for private gain.

“**Donation**” means voluntary contributions in money or in kind (including goods or services etc.) to individuals or charitable entities (such as foundations, associations and other nonprofit organizations); universities and other schools; or other private or public legal entities or organizations etc. to advocate a philanthropic cause, serve the public interest and help achieve a social goal, without a consideration received in return.

¹ For other relevant policies, please also see Tüpraş Gifts and Entertainment Policy and Tüpraş Donations and Sponsorship Policy.

“Embezzlement” means, for the benefit of himself or another, the embezzlement of a property by a person, which is under his custody or control or which is held by such person because of his duty.

“Extortion” means the compulsion or persuasion of a person to provide or to make a promise to provide benefit for himself or others by misusing the influence derived from his office. Existence of compulsion is accepted in case a benefit is provided to a person, regardless of such person’s public officer status, or any other person designated by him, because the third person feels obliged to provide benefit on the account of the unjust conducts and behaviours of the relevant person on duty and feels concerned that his rightful requests will not be duly fulfilled or will not be fulfilled in due course.

“Facilitation Payments (or “facilitating”, “expediting” or “grease”)” are unofficial, improper payments made to secure, ease or accelerate routine operation of the paying party.

“Government/Public Official” refers to any individual who is, through assignment or election or in any other manner, temporarily or permanently participated to execution of a public operation, including but 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, international or supranational courts,
- Officials or representatives working at national, international parliaments or supranational organizations;
- Citizens or foreign arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

“Improper Advantage” is an advantage to which a party would not otherwise be entitled if the individual influenced by such party, did not act in violation of his or her duty to enable such advantage.

“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.

“Politically Exposed Persons (PEP) refers to individuals who are or have been entrusted with prominent public functions, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials, senior management of the international organizations, and family members and close associates of such persons.²

“Sponsorship” means contribution in money or in kind (including goods, or services, etc.) given to an entity or group, for staging an artistic, social, sports or cultural activity etc. in return for an, institutional benefit reflected in the form of visibility to target audiences under a

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

sponsorship agreement or whatsoever name, to the extent the nature of the relationship is as defined herein.

“**The UN Global Compact**”³ is a global pact initiated by the United Nations (UN) to encourage businesses worldwide to adopt sustainable and socially responsible policies, and to report on their implementation. The UN Global Compact is a principle-based framework for businesses, stating ten principles in the areas of human rights, labour, the environment and anti-corruption.

“**Tüpraş**”, means Türkiye Petrol Rafinerileri A.Ş. and all companies that are individually or jointly, directly or indirectly controlled by it and the business partners that are included under the consolidated financial statements of Tüpraş.

3. GENERAL PRINCIPLES

Tüpraş is committed to conducting business in conformity with the highest ethical standards. As a signatory to the UN Global Compact, Tüpraş complies with, and takes all measures and grants authorizations to ensure all its employees and Business Partners act in compliance with UN Global Compact’s Principles, particularly the principle that businesses should work against corruption in all its forms.

Regardless of the local practices and regulations, Tüpraş and its Business Partners do not tolerate any direct or indirect kind of Bribery, Corruption, Facilitation Payments, Extortion or Embezzlement or any other acts that might be considered within a similar scope.

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

Violation of ABC Rules may have severe consequences for Tüpraş companies and their respective directors, shareholders, investors and employees including imposition of civil and criminal penalties; invalidation of the licenses granted by public authorities; seizure of monetary and other assets; and most importantly, exposes Tüpraş and Koç Group to significant reputational harm.

Violation of this Policy may also lead to disciplinary actions for employees, including dismissal under the Employment Law and other relevant legislation and regulations of Tüpraş. Furthermore, if the relevant actions is or may be deemed as a violation of applicable legislation, public authorities shall be notified by the Legal Affairs Directorate of Tüpraş.

4. APPLICATION OF THE POLICY

4.1. Third Parties and Due Diligence

In order to mitigate the risk of Bribery and Corruption, it is not tolerated to conceal the transactions under the guise of legitimate payments, such as “commissions” or “consulting fees” or “other costs”.

Accordingly, Tüpraş companies engage with Business Partners, only if:

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

- the Business Partner is confirmed upon the completion of the Third Party Due Diligence process;
- if a written contract including appropriate terms to ensure compliance with applicable ABC Rules is in place; and
- terms of such contract including the payments terms are not unusual or significantly above the market value, resulting in an impression that there is an intent to conceal the underlying transaction.
- Tüpraş, as part of its internal audit operations, investigates whether the purchases made are reasonable according to the market conditions.

4.2. Gifts, Hospitality and Entertainment

Any gift, hospitality provided or offered must meet the following criteria:

- Permitted by ABC Rules and Tüpraş Gifts and Entertainment Policy,
- Not cash or cash equivalent,
- Reasonable, proportionate 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 frequency of prior gifts etc. to show an intention to improperly influence the recipient of the gift etc.

All employees are required to seek guidance in case of doubt from the Legal Affairs Directorate of Tüpraş.

For details, please also see Tüpraş Gifts and Entertainment Policy.

4.3. Contributions to Political Parties

It is prohibited to make any political contributions on behalf of a Koç Group company.⁴

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for any improper favor or benefit, and/or to improperly and corruptly influence any person including a Public Official/PEP (and other parties as may be specified in relevant legislation applicable to Tüpraş companies in jurisdictions where they operate) is prohibited.

Donations and Sponsorships should only be made/provided, in line with rules and principles set forth in Tüpraş Donations and Sponsorship Policy.⁵

4.5. Facilitation Payments

Tüpraş has a zero-tolerance approach towards Facilitation Payments. Employees and Business Partners are prohibited from making facilitation payments on behalf of a Tüpraş company.

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

Employment decisions must be based on virtue and should never be used to Corruptly Influence a Public Official or gain Improper Advantage.

⁴ Please see Tüpraş Donations and Sponsorship Policy for further details.

⁵ Please see Tüpraş Donations and Sponsorship Policy for further details.

It is also not permitted to hire or engage government officials or PEP's to gain Improper Advantage. Public Officials, PEP's can only be hired or engaged with to perform a service if and when the following criteria are met:

- There is a legitimate business purpose,
- The employment of the person does not lead to any improper appearance, indicating any opinion that the person is 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 benefit package is reasonable and in conformity with the work and person's qualifications.

4.7. Training and Monitoring

The Legal Affairs Directorate of Tüpraş is responsible for:

- providing necessary ABC Rules trainings to all of its employees on an annual basis, in coordination with Legal and Compliance Department in Koç Holding
- if necessary, adapting, developing this Policy for its company's needs and writing necessary procedures.
- in coordination with Legal and Compliance Department in Koç Holding, reviews the content of such procedures and trainings and monitor their completion status, and
- provide Legal and Compliance Department in Koç Holding with an annual report in relation to training activities.

4.8. Transparency and Accuracy of Books and Records

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

Accounts and invoices must have full and clear explanations and be maintained with supporting documentation and information (invoice etc.). 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 cannot be falsified for any purpose.

Records must be periodically subject to risk-based audits.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Tüpraş are responsible for complying with this Policy, implementing and supporting Tüpraş's procedures and controls in accordance with the requirements in this Policy. Tüpraş also expects and takes necessary steps to ensure that all its Business Partners to the extent applicable complies with and/or acts in line with this Policy.

If there is a discrepancy between the local legislation, applicable in the countries where Tüpraş operates, and this Policy, to the extent such practice not being a violation of the relevant local laws and regulations, the stricter of the two, supersede.

If you become aware of any action you believe to be inconsistent with this Policy, ABC Rules, Koç Group Code of Ethics or Tüpraş Code of Ethics and Business Conduct and its Implementation Principles, you may seek guidance or report this incident to your line managers or Risk Management and Audit Directorate or Legal Affairs Directorate or Human Resources Directorate. You may alternatively report the incident to Koç Holding’s Ethics Hotline via the following link: “kocsnow.koc.com.tr/hotline” or through the Stakeholder Communication Management System of Tüpraş via the following link: <https://piy.tupras.com.tr/BildirimKayit.aspx>.

Tüpraş employees may consult the Legal Affairs Directorate of Tüpraş, which is the department responsible for compliance matters, for their questions related to this Policy and its application. Violation of this Policy may result in significant disciplinary actions including dismissal under the Employment Law and other relevant legislation and the internal policies and regulations of Tüpraş. If this Policy is violated by third parties, their contracts may be terminated.

6. REVISION HISTORY

This Policy takes effect on March 4, 2021 as of the date approved by the Board of Directors and is maintained by the Legal Affairs Directorate of Tüpraş.

Revision	Date	Comment
1	04.03.2021	Revised