

**Türkiye Petrol Rafinerileri A.Ş.  
(TÜPRAŞ)**

**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**”), as a reflection of Tüpraş (as defined below) to the fight against corruption and the prohibition of bribery, is to set principles and rules related to the prevention of bribery and corruption.

All employees, directors and 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 Principles<sup>1</sup>. Tüpraş also expects and takes necessary steps to ensure that all its major shareholders and its Business Partners - to the extent applicable - comply with and/or act in accordance with this Policy.

## 2. DEFINITIONS

“**ABC Rules**” includes all relevant anti-bribery and anti-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 perform, not to perform, 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**” includes suppliers, customers, contractors and other third parties with whom Tüpraş has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of Tüpraş, as well as their employees and representatives.

“**Cash or Cash Equivalent**” includes, but not limited to money in cash, gift, gift certificates, gift cards, provided social rights, opportunities, commissions, discounts, securities, precious metals (e.g. gold, silver coins and jewellery) or fuel coupons or similar entertainment tickets and compliments with specified value. “**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.

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<sup>1</sup> 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.

**“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”** 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 or government business enterprises domestically 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, to resolve a legal dispute.

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

**“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. "Politically Exposed Person (PEP)" 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..<sup>2</sup>

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

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

“**The UN Global Compact**”<sup>3</sup> is a global pact initiated by the United Nations (UN) to encourage businesses worldwide to adopt sustainable and social responsibility 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 joint venture companies that are included under the consolidated financial statements of Tüpraş.

### **3. GENERAL PRINCIPLES**

Tüpraş is committed to conducting its business in accordance 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 form of direct or indirect Bribery, Corruption, Facilitation Payments, giving or receiving improper gifts to anyone involved in Tüpraş’s business cycle. Extortion or Embezzlement or any other acts that might be considered within a similar scope.

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

Penalties of the ABC Rules may have severe consequences for Tüpraş companies and their respective directors, shareholders, investors, 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 Tüpraş and Koç Group to significant reputational damage.

Violation of this Policy may also result in disciplinary actions against employees, including dismissal under the Employment Law and other relevant legislation and regulations of Tüpraş. Furthermore, if the relevant actions are or may be deemed to be a violation of applicable legislation, public authorities shall be notified by the Chief Legal and Compliance Office of Tüpraş.

## **4. APPLICATION 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” or “other costs” to hide the real purpose.

Accordingly, Tüpraş engages with Business Partners::

- upon the completion of the Due Diligence Process;<sup>4</sup>

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

<sup>4</sup> Due Diligence and Extended Due Diligence studies are stipulated in Tüpraş Anti-Bribery and Anti-Corruption

- 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.
- 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 or entertainment provided by or offered to a third party, must meet the following criteria:

- Permitted by the ABC Rules and Tüpraş Gifts and Entertainment Policy,
- Not Cash or Cash Equivalent,
- Reasonable and appropriate to the recipient's position and relevant circumstances,
- Recorded and accounted 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 Chief Legal and Compliance Office of Tüpraş in case of doubt.

For further details, please refer to the 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.<sup>5</sup>

#### **4.4. Sponsorships and Donations**

Providing a grant, a Donation, or Sponsorship in exchange for an improper favor or benefit, and/or to influence any person including a Public Official/PEP improperly and corruptly (and other parties as may be specified in the relevant legislation applicable to Tüpraş companies in 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 Tüpraş Donations and Sponsorship Policy.<sup>6</sup>

#### **4.5. Facilitation Payments**

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

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

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

Before entering 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.

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Policy, Tüpraş Laundering of Proceeds of Crime, Prevention of Financing of Terrorism and Proliferation of Weapons of Mass Destruction Policy and Tüpraş Supply Chain Policy in line with the national and international regulations, aims to know the third business partner. For details, see Tüpraş Policy on Prevention of Laundering Proceeds of Crime, Financing of Terrorism and the Proliferation of Weapons of Mass Destruction.

<sup>5</sup> Please see Tüpraş Donations and Sponsorship Policy for further details.

<sup>6</sup> Please see Tüpraş Donations and Sponsorship Policy for further details.

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 Tüpraş General Manager 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**

The Chief Legal and Compliance Office of Tüpraş is responsible for:

- providing the necessary training on the ABC Rules to all its employees on an annual basis, in coordination with Legal and Compliance Department of Koç Holding
- adapting this Policy to the needs of Tüpraş and drafting the necessary procedures.
- in coordination with Koç Holding's Legal and Compliance Department, reviews the content of such procedures and trainings and monitors their completion status, and
- submit an annual report to Koç Holding's Legal and Compliance Department regarding training activities.

#### **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 and 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 evidence 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 must not be falsified for any purpose.

Books and records are subject to periodic 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 of this Policy. Tüpraş also expects and takes necessary steps to ensure that all its Business Partners comply with and/or act in accordance with this Policy.

If there is a discrepancy between the local legislation, applicable in the countries where Tüpraş operates, and this Policy, the stricter of the two shall prevail, unless such practice is in subject to 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 that you believe is inconsistent with this Policy, ABC Rules, the Koç Group Code of Ethics or Tüpraş Code of Ethics , you may seek guidance or report the incident to your line managers or Chief Legal and Compliance Office. Alternatively, you may report the incident with anonymous reporting option to Tüpraş Ethics Hotline via the following link: “koc.com.tr/hotline”.

Tüpraş employees may consult the Chief Legal and Compliance Office of Tüpraş, which is the department responsible for compliance matters, for their questions regarding 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 will be maintained by the Chief Legal and Compliance Office of Tüpraş.

Revision	Date	Comment
1	04.03.2021	Revised
2	23.05.2024	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.