

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

Compliance Policy

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1. PURPOSE AND SCOPE

The purpose of this Compliance Policy (“**Policy**”) is to establish a customized, comprehensive, and effective compliance framework for Tüpraş, and to demonstrate Tüpraş’s commitment to compliance with laws and regulations, internal policies, good corporate governance practices and ethical rules.

All employees, directors, and officers of Tüpraş shall comply with this Policy, which is an integral part of Koç Group Code of Ethics and Tüpraş Code of Ethics.

2. DEFINITIONS

“**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.

“**Chief Legal and Compliance Officer (CLCO)**” is primarily responsible for managing and overseeing the Compliance Program for Tüpraş.

“**Compliance**” is defined as adhering to the requirements of laws, regulations, industry and organizational standards, internal policies and procedures and generally accepted ethical standards.

“**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.

“**Koç Holding**” means Koç Holding A.Ş.

“**Retaliation**” is any negative action, including but not limited to demotion, discipline, firing, salary reduction, or job or shift reassignment, to punish an employee for a protected activity, such as reporting an injury, safety concern, mismanagement, abuse of authority, or legal violation in the workplace.

“**Risk Management Committee**” is established for the purpose of early diagnosis and evaluation of the strategic, operational, financial, legal, or other risks that may endanger the existence, development and continuity of Tüpraş to implement measures, manage and report these risks in line with Tüpraş’s corporate risk-taking profile, and to make suggestions to the board of directors of Tüpraş, about developing and integrating internal control systems.

“**Systematic Risk Analysis**” is a process to identify, assess and monitor the principal compliance risks.

“**Tüpraş**” means Türkiye Petrol Rafinerileri A.Ş. and companies which are controlled directly or indirectly, jointly or individually by Tüpraş and the joint venture companies listed in its consolidated financial report.

3. COMPLIANCE OBLIGATIONS

3.1. Overview of Obligations

Effective compliance management can only be achieved through a well-designed and tailored Compliance structure by taking our institution’s needs into account. It can then be sustainable if it is embedded in the corporate culture and in employee behavior, by being integrated into all processes and operations.

Tüpraş’s Compliance obligations go beyond adherence to mandatory regulations (laws, permits, licenses, rules and guidelines of regulatory authorities, court decisions, conventions etc.) or contractual obligations, and includes Compliance commitments such as agreements with third parties, terms and

conditions of sales transactions and organizational standards such as policies and procedures, or other voluntary commitments.

3.2. Compliance Domains and Risk Analysis

At Tüpraş, departments and officers in charge of compliance, together with the relevant business units shall periodically conduct risk assessments for relevant normative domains and analyze the specific Compliance related risks to which operations, employees and/or Business Partners of Tüpraş may be particularly exposed (through questionnaires, workshops, one-on-one interviews etc.). Company policies and procedures shall be drafted/revised as necessary in accordance with such assessment and analysis.

Tailor-made Compliance reviews and analysis take into account the Tüpraş's fingerprint, including but not limited to its own characteristic, complexity, risks, risk appetite, governance, business lines, products and services, the industry sector, market competitiveness, regulatory landscape, potential customers and Business Partners, transactions with foreign governments, payments to foreign governments, use of third parties, gifts, travel and entertainment expenses, charitable contributions. Besides, while the purpose of such compliance risk analysis is to address and act in all relevant Compliance domains, based on their likelihood and impacts, the following shall be prioritized:

- 1) Anti-Bribery and Anti-Corruption,
- 2) International Sanctions,
- 3) Anti-Money Laundering,
- 4) Data Privacy,
- 5) Competition,
- 6) Human Rights.

Koç Holding Legal and Compliance Department monitors the Compliance risk analysis carried out by Tüpraş and while evaluating the results, also considers the Koç Group's relevant indicators, internal audit reports and case-related investigations, Compliance cases and control results in order to identify potential Compliance-related risks and take the necessary precautions.

4. COMPLIANCE PROGRAM

4.1. Main Components of the Compliance Program

Tüpraş's Compliance Program ("**Compliance Program**") is a set of rules, policies and procedures aimed at addressing Tüpraş's Compliance issues with a risk-based approach. It incorporates the corporate governance and compliance culture and written standards promoted by the top management and monitored by the departments and officers in charge of compliance, with the participation of all employees.

The main operational pillars of the Tüpraş Compliance Program are as follows:

- Prevention
- Detection
- Response

The following illustration shows the components of the Compliance Program and its composition. This framework reflects the general approach and strategy towards Compliance, i.e. the Compliance Program of Tüpraş.

Illustration I: The Compliance Program of Tüpraş



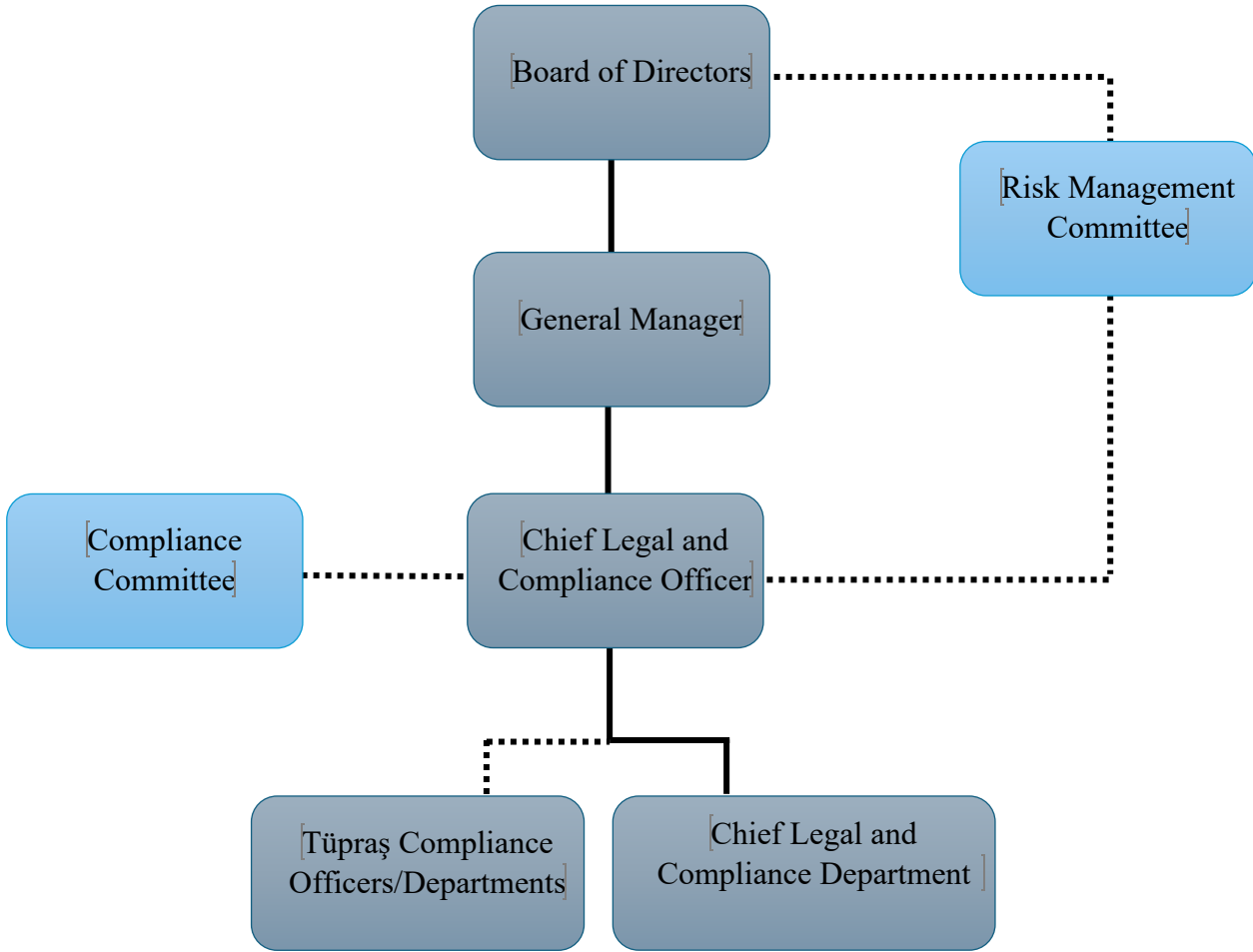
Prevention is managed through Compliance risk assessments, due diligence practices, written policies and procedures, communication, and training. Detection is supported by technology and data analytics as well as monitoring, testing and audit practices. Response involves investigations and reporting activities.

4.2. Compliance Organization

Tüpraş's approach to Compliance is shaped by the tone at the top, which demonstrates the importance that top management attaches to Compliance related issues. By applying the core values, generally accepted corporate governance and ethical standards, the top management sets as an example for the entire organization and helps to embed Compliance in the culture, behavior, and attitude of every member of Tüpraş.

A solid Compliance organization is the key to ensuring an effective Compliance structure. The Compliance organization refers to the leadership and organizational structure that is responsible and accountable for the decision-making, development, implementation, monitoring, and supervision of the Compliance Program. *Illustration II* below shows the current Compliance organization of Tüpraş.

Illustration II: The Compliance Organization at Tüpraş



As shown above, the Compliance organization is fulfilled by:

- Chief Legal and Compliance Officer of Türkiye Petrol Rafinerileri A.Ş.;
- Chief Legal and Compliance Department;
- Compliance Committee;
- Risk Management Committee;
- Compliance Officers & Departments of Tüpraş.

Considering the importance of the top management's leadership on Compliance related issues, Türkiye Petrol Rafinerileri A.Ş. General Manager and the Board of Directors have the overall responsibility to provide leadership on Compliance related issues by monitoring the application of core values, generally accepted corporate governance and ethical standards.

In order to have a successful Compliance Program, the Chief Legal and Compliance Officer position shall have:

- Empowerment: Full and clear authority, C-level designation, and authority to carry out his/her duties.
- Independence: In order to maintain its independence, the Chief Legal and Compliance Officer reports to the Board of Directors through the Risk Management Committee, while directly reporting to the General Manager.
- Seat at the Table: The Chief Legal and Compliance Officer attends the key meetings where all major business decisions are taken.

— Line of Sight: The Chief Legal and Compliance Officer sets the standards in risk areas even they are related and implemented by other business units.

— Resources: The Chief Legal and Compliance Officer has sufficient resources to manage the Compliance Program.

The Chief Legal and Compliance Officer performs his/her duties with the support of the Chief Legal and Compliance Department and has the ultimate responsibility for the activities of the Chief Legal and Compliance Department.

The Chief Legal and Compliance Department has 3 main functions: Functional Responsibilities, Monitoring and Line of Sight.

Functional Responsibilities cover the management of key risks identified through the Systematic Risk Analysis process, including but not limited to the following:

- Identifying and managing Compliance risk areas (including Business Partner risks),
- Ensuring that Compliance risks are classified and analyzed and prioritized based on the results,
- Establishing and identifying the policies, procedures, and controls that the organization must have in place to prevent, detect and manage the Compliance breaches,
- Providing or organizing on-going training support for employees and conducting Compliance awareness campaigns to ensure that all employees are aware of what is expected of them to comply with Tüpraş policies,
- Establish a Compliance reporting and documentation system for Tüpraş,
- Establishing Compliance performance indicators, monitoring and measuring the Compliance performance of Tüpraş,
- Analyzing the performance of Tüpraş to determine the need for corrective action plans,
- Ensure that the Compliance Program is reviewed at planned intervals,
- Ensure access to appropriate professional advice in the establishment and implementation and maintenance of the Compliance Program,
- Ensure that the Compliance policies, procedures, and the other documents are appropriate and accessible to employees and Business Partners,
- Ensure that Compliance structure is applied uniformly and consistently throughout Tüpraş,
- Developing and implementing processes for managing information such as complaints and/or feedback by means of whistle-blowing system and other mechanisms,
- Ensuring that whistleblowing mechanisms are easily accessible, known and ensuring that complaints are kept confidential,

Monitoring Responsibilities include the monitoring and review of certain Compliance risks that are considered to be the primary responsibility of other departments or units. These activities include but are not limited to the following:

- Promoting the inclusion of Compliance responsibilities in job descriptions and employee performance management processes,
- Developing and implementing processes to manage information such as complaints and/or feedback through the whistleblowing system and other mechanisms,
- Ensure that whistleblowing mechanisms are easily accessible, known, and confidential,
- Ensuring only authorized persons have access to confidential documents related to the Compliance Program.

Finally, **Line of Sight** means that the Chief Legal and Compliance Department acts in an advisory capacity for all Compliance-related risks identified by the Systematic Risk Analysis.

Given its role and responsibilities, the Chief Legal and Compliance Department shall have sufficient and qualified resources and personnel, including Compliance Managers supported by the Compliance Officers, who are fully dedicated to the compliance matters.

The Compliance Committee (“Committee”) aims to increase the efficiency of the Compliance structure by advising the Chief Legal and Compliance Officer (and the Chief Legal and Compliance Department). The Committee, which consists of the Chief Legal and Compliance Officer, Compliance Officer, Assistant General Manager (Financial), the Human Resources General Manager, Internal Audit Manager, and other Assistant General Managers or directors in case of necessity, acts as an advisory body to assist the Chief Legal and Compliance Officer in the decision-making process as required.

The Risk Management Committee consists of at least two members of the Board of Directors. The chairman of the committee is elected from the non-executive members of the Board of Directors. If the committee consists of two members, both, and if it has more than two members, the majority of the members are elected from non-executive members of the Board of Directors. In this respect, the committee acts as the link between the Chief Legal and Compliance Department and the Board of Directors.

4.3. Raising Concerns and Disciplinary Actions

4.3.1. Reporting and Whistleblowing

Any stakeholder or employee who witnesses or is aware of any act or misconduct inconsistent with Koç Group Code of Ethics or Tüpraş Code of Ethics, or any misconduct or who suspects such a situation, is expected to report his/her concerns to Tüpraş, within the framework of Article 5, or through the Hotline at “koc.com.tr/hotline”.

The Ethics Hotline protects the whistleblowers’ confidentiality and anonymity of the whistleblowers. It is essential that anyone reporting an incident feels comfortable and safe in raising their concerns and does not hesitate to do so. All complaints will be treated confidentially and whistleblowers who report in good faith will be protected from any Retaliation.

No action will be taken against anyone who reports in good faith, an action or behaviour that he/she believes/suspects to be a misconduct, even if the outcome of the investigation does not substantiate the relevant report. Those who deliberately make false reports may be subject to various disciplinary actions.

4.3.2 Investigations and Disciplinary Actions

All incidents reported through the Ethics Hotline or other channels will be reviewed to determine the need for an investigation. If an investigation is initiated, and a recommendation for disciplinary action is made as a result, the matter will be brought to the attention of the Ethics/ Disciplinary Committee of Türkiye Petrol Rafinerileri A.Ş. or Ethics or Disciplinary Committee of the relevant Tüpraş Company depending on the nature of the incident and the person under investigation. Disciplinary precautions are taken based on objective criteria. The Ethics/Disciplinary Committee has the authority to decide whether or not to take a disciplinary action and the nature of the disciplinary action.

5. AUTHORITY AND RESPONSIBILITIES

If you become aware of any action that you believe is inconsistent with this Policy, the applicable law or Koç Group Code of Ethics or Tüpraş Code of Ethics, you may seek guidance or report the incident to your line managers or the Chief Legal and Compliance Department. Alternatively, you may alternatively report the incident with the option of anonymous reporting via Tüpraş Ethics Hotline from the following link: “koc.com.tr/hotline”

Tüpraş employees may contact the Chief Legal and Compliance Department for their questions regarding this Policy and its application.

6. EFFECTIVE DATE

This Policy takes effect on 4 November 2021 as of the date approved by the Board of Directors and will be maintained by the Chief Legal and Compliance Department.

Revision	Effective Date	Notes
No: 1	23.05.2024	Definition of “Business Partners” is updated.