

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

**Sanctions and Export Controls Policy**

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## 1. PURPOSE AND SCOPE

The purpose of this Sanctions and Export Controls Policy (the “**Policy**”), is to set out the rules to be followed by Tüpraş in order to assist them in complying with the economic sanctions and export control obligations.

Where applicable to its operations, it is one of the key principles of Tüpraş to fully comply with the economic sanctions imposed by: the Republic of Turkey, the United Nations (the “**UN**”), the United States Government (the “**US**”), the United Kingdom and the European Union (the “**EU**”), (respectively, “**Turkey Sanctions**”, “**UN Sanctions**”, “**US Sanctions**”, the “**UK Sanctions**” and the “**EU Sanctions**”) as well as the economic sanctions and export controls imposed by other jurisdictions, (collectively, the “**Sanctions**”) to the extent applicable to the relevant party and/or transaction.

All employees, directors, and officers of Tüpraş shall comply with this Policy which is an integral part of the Koç Group Code of Ethics<sup>1</sup> and Tüpraş Code of Ethics and Business Conduct and its Implementation Principles. Tüpraş also expects and takes the necessary steps to ensure that all of its major shareholders, employees and Business Partners, to the extent applicable, comply with and/or act in accordance with this Policy.

## 2. DEFINITIONS AND SUMMARY INFORMATION

“**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.

“**Embargo**” means a general term that is used as a government prohibition against the export or import of all or certain products to a particular country for economic or political reasons.

“**EU**” means European Union.

“**EU Persons**” include anyone while physically in the territory of the European Union (“**EU**”) or on board an EU aircraft or vessel; any national of an EU Member State, wherever located; any EU-incorporated entity; and non-EU branches of an EU-incorporated entity.

“**EU Sanctions**” means the Sanctions adopted by the EU Council and implemented by the member countries.

“**Export Control Regulations**” means the laws and regulations that regulate and restrict the import, export and re-export of technologies, information, goods, and services for reasons of commerce, foreign policy, and national security.

“**International Organization**” means an organization with an international membership, scope or presence.

“**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.

“**Laundering of Proceeds of Crime**” means integration of revenues which are generated through illegal activities as if they are generated legally, in other words hiding the fact that such revenues are generated through illegal activities.

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<sup>1</sup> Please see Tüpraş Gift and Hospitality Policy and Tüpraş Donation and Sponsorship Policy separately for other related policies.

"OFAC" means the Office of Foreign Assets Control of the United States Department of the Treasury.

"Sanction" is defined in Article 1 *Scope and Purpose* of this Policy.

"Sanctions Target" means;

- Any individual, entity vessel or government which is a designated target of Sanctions ("**Listed Persons**") (e.g., OFAC and SDNs);
- Companies owned 50% or more, directly or indirectly, by a Listed Person;
- Individuals or companies that are resident, incorporated, registered, or located in countries or territories such as Crimea, Donetsk, Luhansk and Sevastopol Regions of Ukraine, Cuba, Iran, North Korea and Syria that are subject to a comprehensive country or territory-wide Embargo as of the approval/revision date of this Policy (i.e., the "**Embargoed Countries**"), and
- Persons, companies, vessels, or aircraft owned or controlled by, or operating as agents of, the governments of Embargoed Countries or the Government of Venezuela.

"**Turkey Sanctions**" refer to the sanctions and embargoes that are imposed by the Republic of Turkey and administered by the Ministry of Foreign Affairs.

"**Tüpraş**", refers to Turkish Petroleum Refineries Inc. and all companies that are directly or indirectly, individually, or jointly controlled by this company, and joint ventures included in Tüpraş's consolidated financial report.

"**UK Persons**" include anyone while physically in the territory of the United Kingdom ("**UK**") (including its territorial waters); any national of the UK, wherever located; any UK-incorporated entity, or, for the purposes of this Policy, anyone employed by an UK-incorporated entity.

"**UN Sanctions**" refers to economic sanctions imposed by the United Nations Security Council and implemented by U.N. member countries. All UN members are obliged to obey U.N. sanctions.<sup>2</sup>

"**US Person**" includes anyone who is in the United States; any U.S. citizen or green card holder (including dual citizens of the U.S. and another country), wherever located; companies incorporated in the U.S.; or companies controlled by U.S. companies, even if incorporated outside the U.S.

"**US Sanctions**" means the Sanctions implemented by the U.S. State Department or the States.

### 3. GENERAL PRINCIPLES

Governments and International Organizations may restrict the transfer or procurement of certain goods and services, vessels, aircraft, technical data, information, materials, and technology in accordance with the Sanctions and Export Control Regulations. For political, military, or social reasons, certain countries, organizations or individuals may be subject to total or partial economic or sectoral embargoes.

As a globally acting enterprise, Tüpraş aims to take effective and necessary precautions to manage the risks related to the Sanctions and Export Control Regulations.

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<sup>2</sup> <https://www.un.org/securitycouncil/sanctions/information>

Products and services of the Tüpraş may not be traded, directly or indirectly, with Sanctions Targets or the Embargoed Countries. In case of doubt ; or in exceptional situations (e.g., transactions with a party included in the *Sectorial Sanctions Identifications List* (“SSI”) under certain conditions; transaction with an Embargoed Country, in a sector which is not subject to Sanctions, etc.), the relevant company shall obtain the approval of Chief Legal and Compliance Office before proceeding with the relevant transaction, to ensure where necessary that the proposed transaction does not violate applicable Sanctions or otherwise expose the Koç Group or Tüpraş to any Sanctions risk.

It is of the utmost importance to Tüpraş to comply with all laws and regulations applicable to it, including Export Control Regulations and Sanctions, in the countries in which it operates and to fulfil its contractual obligations and commitments. Therefore:

- Unless the necessary arrangements are made, and the required licenses are obtained<sup>3</sup> any activity that is subject to Sanctions or any activity that constitutes a violation of applicable Export Control Regulations must be discontinued;
- All potential Business Partners should undergo Due Diligence and the relevant transaction details should be evaluated in terms of Sanctions legislation.
- If, during Due Diligence, an activity that is prohibited, in violation of Sanctions or applicable Export Control Regulations is detected, the relevant process must be stopped immediately.

Payments and collection of revenues shall be made and recorded in accordance with the laws and regulations of the countries in which Tüpraş conducts its business activities. Tüpraş shall not be involved in Laundering of Proceeds of Crime, terrorist financing and the financing of weapons of mass destruction activities. To this end, Tüpraş shall:

- Know who its Business Partners are;
- Comply with applicable national and international laws, regulations, Koç Group Code of Ethics, Tüpraş Code of Ethics and relevant policies;
- Always ensure the accuracy of financial and business records;
- Keep records of all its activities in a secure and proper manner;
- Conduct Due Diligence in accordance with applicable regulations.

Failure to comply with this Policy may result in, but is not limited to, the following:

- Imprisonment of employees (as a result of violation of certain Sanctions);
- Significant financial penalties for both Koç Group, Tüpraş and employees;
- Adverse public reputation;
- Loss of business
- Termination of contracts;
- Impaired access to international financing;
- Recall of loans;
- Seizure of Koç Group’s and Tüpraş’s assets.

#### **4. APPLICATION OF THE POLICY**

Prior to any engagement with a new Business Partner or customer, business units should conduct, Due

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<sup>3</sup> The licenses must be obtained for at least 10 years unless otherwise stated in the relevant regulations.

Diligence<sup>4</sup> using a screening tool by taking all necessary commitments in accordance with all the legislation on the protection of personal data in force in the countries where Tüpraş operates. The purpose of this is to determine potential risks related to Sanctions and Export Control Regulations, to ensure that the counterparty is not a Sanctions Target, and to identify risks such as corruption, bribery laundering of the proceeds of crime and financing of weapons of mass destruction, human rights violations, etc.

Due Diligence<sup>5</sup> should be conducted not only before entering a business relationship, but also on a regular basis during the business relationship. If, at any time, a violation of Sanctions and Export Control Regulations or a warning sign of other compliance risks, (such as Laundering of the Proceeds of Crime, terrorist financing and weapons of mass destruction) is detected by the relevant departments at any time, Chief Legal and Compliance Office must be informed immediately. The Chief Legal and Compliance Office may decide to stop the transaction or conduct Enhanced Due Diligence ("EDD"). Where necessary, they may receive support from external consultants who are competent in the relevant sanction legislation and recognized in their fields. The Tüpraş General Manager is informed by the relevant business and operations units about the identified compliance risks and the possible effects of these risks on Tüpraş, as well as the proposal to establish a business relationship or terminate an existing business relationship, or what precautions can be taken in case the existing business relationship continues. The General Manager shall make the decision to establish, continue or terminate the business relationship considering the assessments and recommendations of the relevant reporting. Decisions taken with the approval of the General Manager shall be regularly reported to Koç Holding Legal and Compliance Department by the Chief Legal and Compliance Office, and the entire process shall be subject to internal audit, if deemed necessary. In case of doubt, the business units or the compliance officers shall consult the Legal and Compliance Department of Koç Holding.

At the stage of signing a contract with a Business Partner, Tüpraş shall ensure that the relevant persons are informed about this Policy. Furthermore, Tüpraş reserves the right to terminate the contract or apply other penalties in the event of a violation of the Policy.

## **5. INSULATION OF CERTAIN PERSONS FROM PROCEEDINGS**

Even in business activities with Embargoed Countries that are approved by the Chief Legal and Compliance Office, in some cases, employees who are U.S. Persons, citizens of European Union member states or the United Kingdom should not be involved.

For more information regarding the insulation of certain persons from proceedings US Persons, Chief Legal and Compliance Office shall be contacted.

## **6. REQUESTS FOR INFORMATION**

Tüpraş may receive information requests from the banks or correspondent banks they work with via e-mail, fax or other means regarding certain transactions, counterparties, etc. within the scope of Sanctions and Export Controls. Any employee who that receives such a Request for Information ("RFI"), a Sanctions-related RFI should immediately forward the RFI to Chief Legal and Compliance Office for review. Responses to the RFIs must be prepared by the Chief Legal and Compliance Office, in consultation with Koç Holding Legal and Compliance Department, if necessary, and must be accurate,

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<sup>4</sup> During this work, it is necessary to fulfil disclosure obligations in accordance with all relevant local personal data protection regulations in the countries where the relevant Koç Group company operates, obtain explicit consent and any other necessary commitments from persons acting on behalf of and for the account of the Business Partners.

<sup>5</sup> Due Diligence and Extended Due Diligence studies are stipulated in Tüpraş Anti-Bribery and Corruption 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.

complete, and free of misleading information.

All relevant internal correspondence must be saved and archived in electronic format, including the necessary evidence and other supporting documents by the officer or department in charge of compliance.

## 7. AUTHORITIES AND RESPONSIBILITIES

All employees and directors of Tüpraş are responsible for complying with this Policy, implementing, and supporting the relevant 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 employees and Business Partners to the extent applicable, comply with and act in accordance with this Policy.

If there is a discrepancy between the local regulations, applicable in the countries where Tüpraş operates, and this Policy, the stricter of the two shall prevail, unless such practice is in violation of the relevant local laws and regulations.

If you become aware of any action that you believe to be inconsistent with this Policy, the applicable law or Koç Group Code of Ethics and Tüpraş Code of Ethics, you may seek guidance or report this incident to your line manager or Chief Legal and Compliance Office. Alternatively, you may report the incident to Tüpraş Ethics Hotline<sup>6</sup> via the following link "[koc.com.tr/hotline](http://koc.com.tr/hotline)" with the option of anonymous reporting.

Tüpraş employees may contact the Chief Legal and Compliance Office for their questions regarding this Policy and its application. Violation of this Policy may result in significant disciplinary actions including dismissal within the scope of collective labor agreement, the Labor Code and other related legislation and Tüpraş's internal policy and regulations. If this Policy is violated by third parties who are expected to accompany with this Policy, their contracts may be terminated.

## 8. EFFECTIVE DATE

This Policy has been approved by the Board of Directors dated 11 August 2021 and the Chief Legal and Compliance Office will be responsible for its updates. The approval of this Policy abolishes the export control policy which is approved by Tüpraş on 27.07.2017 and announced to the public.

Revision	Effective Date	Comment
0	27.07.2017	
1	11.08.2021	Revised
2	23.05.2024	Application of the Policy has been revised by clarifying the Due Diligence process, the expressions that cause ambiguities are improved.

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<sup>6</sup> Please see Tüpraş Hotline Policy for detailed information