

opet

**OPET
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 Opet’s commitment to fight against corruption and the prohibition of bribery is to set principles and rules related to the prevention of bribery, corruption and fraudulent practices within Opet.

All employees, directors and officers of Opet shall comply with this Policy, which is an integral part of the Opet Code of Ethics¹ Opet 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.

This policy has been prepared in accordance with the Code of Ethics and Values of Opet's Principal Shareholders.

2. Definitions

“**ABC Rules**” covers all anti-bribery and corruption related legislation, including 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 deriving benefit by giving, offering, promising or proposing anything of value to any public official (directly or to another person to be designated by him/her) to cause him/her to do or not to do any act as required by his/her job and by this way lead them to corruption with the aim of obtaining Improper Advantage over, or Corruptly Influencing a business transaction or relationship. “Anything of value” covers any form of benefit including but not limited to money, gifts, 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, distributors, retailers, authorized services and other third parties with whom the company has a business relationship and all kinds of representatives, subcontractors, consultants, etc. acting on behalf of the company, as well as their employees and representatives.

“**Cash or Cash Equivalent**” include but not limited to money in cash, gift certificates, cards, discounts, securities, precious metals (e.g., gold, silver or jewelry), fuel coupons or similar ticket 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; and 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 detailed information you may review Opet Code of Ethics. Other relevant policies, please also refer Opet Gifts and Entertainment Policy and Opet Donations and Sponsorship Policy

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

“Fraud” refers to dishonest or deceptive conduct connected with bribery or corruption, consistent with applicable ABC laws (e.g., FCPA, UK Bribery Act) and, where relevant, the UK Failure to Prevent Fraud Offence.

“Gift” means any item or benefit, 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” broadly refers to a variety of individuals 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.

“Opet” means all companies controlled solely or jointly by Opet Petrolcülük A.Ş. and Opet Petrolcülük A.Ş., either directly or indirectly by holding 50% or more than 50% of their shares.

“Politically Exposed Person (PEP)”² 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.

“Principal Shareholders” refers to Türkiye Petrol Rafinerileri A.Ş. and Öztürk Yatırım ve Turizm A.Ş.

“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”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. Although Opet is not a party to this agreement individually, Koç Holding A.Ş., one of Opet's shareholder, is a party to this agreement.

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

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

3. General Principles

Opet is committed to conducting its business in accordance with the highest ethical standards. Koç Holding A.Ş., a signatory to the United Nations Global Compact, adheres to the 10 principles of the United Nations Global Compact. With this approach, Opet also embraces these principles, including the principle that businesses should work against corruption in all its forms and acts in accordance with them.

Regardless of the local practices and regulations, Opet and its Business Partners do not tolerate any form of Fraud, including direct or indirect Bribery, Corruption, Facilitation Payments, giving or receiving of improper gifts to anyone involved in Opet's business cycle.

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

Violation of the ABC Rules may have severe consequences for Opet and its respective directors, officers 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 Opet to significant reputational damage.

Violation of this Policy may also result in disciplinary actions against employees, including dismissal. Furthermore, if the relevant actions are or may be deemed to be a violation of applicable legislation, the Internal Audit Leadership and the Legal and Compliance Leadership will be notified. The Legal and Compliance Leadership may also report the matter to the relevant legal authorities.

4. Application of the Policy

4.1. Third Parties and Due Diligence

In order to eliminate the risk of Bribery and Corruption and related fraudulent practices we do not tolerate in any way, improper transactions concealed under the name of "commission" or "consultancy fee" to hide the real purpose. Accordingly, Opet engages with Business Partners, only:

- upon the completion of the Due Diligence Process⁴;
- 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.

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,
- Not Cash or Cash Equivalent,
- Reasonable, appropriate to the recipient's position and relevant circumstances,
- Recorded, and accounted accurately and in a sufficiently transparent manner,

⁴ Please refer to the Opet Supply Chain Compliance Policy and Sanctions and Export Controls Policy.

- 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 Legal and Compliance Leadership in case of doubt.

For further details, please refer to the Opet Gifts and Entertainment Policy.

4.3. Contributions to Political Parties

It is strictly prohibited to make any political contribution, whether in kind or cash, on behalf of Opet or under any name whatsoever.⁵

4.4. Sponsorships and Donations

Providing a grant, a Donation, or Sponsorship in exchange for an improper favor or benefit, and/or to improperly and corruptly influence a Public Official/PEP (and other parties as may be specified in the relevant legislation applicable to Opet in the jurisdictions where it 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 Opet Donations and Sponsorship Policy.⁶

4.5. Facilitation Payments

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

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

Business relationships and employment decisions shall be made in an ethical manner and shall 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, it should be determined and confirmed through internet and media searches and other databases whether the relevant persons are Government Officials or PEP's.

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 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 are reasonable and commensurate with the work and the individual's qualifications.

⁵ Please refer to the Opet Donations and Sponsorship Policy for further details.

⁶ Please refer to the Opet Donations and Sponsorship Policy for further details.

4.7. Training and Monitoring

Within the scope of this Policy, Opet Legal and Compliance Leadership is responsible for the following matters:

- providing all employees with the necessary training on fraud risks, with a specific focus on the ABC Rules on an appropriate interval
- reviewing the content this Policy and related training and monitoring their completion status,
- submitting a report to the Principal Shareholders in the specified format where necessary.
- where necessary, obtaining the opinion of the Internal Audit Leadership and adapting this Policy to the needs of Opet, and drafting the related procedures.

4.8. Transparency and Accuracy of Books and Records

Books and records shall be kept in an accurate, transparent, complete, reliable, evidenced on a timely manner; 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 (invoices 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 strictly prohibited, and records must not be falsified for any purpose.

Books and records are subject to periodic risk-based audits; with a primary focus on bribery and corruption risks, and including related fraud risks proportionate to the nature, scale, and complexity of its activities.

5. Authority And Responsibilities

All employees and managers of Opet are responsible for complying with this Policy, implementing and supporting the relevant Opet procedures and controls in accordance with the requirements of this Policy. To the extent applicable to the relevant party and transaction, all Business Partners are expected to comply with this Policy, and the necessary steps are taken to ensure such Compliance.

If there is a discrepancy between the local regulations applicable in the countries where Opet 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 is inconsistent with this Policy, the applicable law or Opet Code of Ethics, you may consult with your line managers or contact Opet Legal and Compliance Leadership or Opet Internal Audit Leadership. Alternatively, you may report the incident to Koç Holding's Ethics Hotline, which is managed by independents service providers and operates 24/7, by calling 0850-577-1926 and 0850-220-3845⁷, or via the web-based reporting system at: "koc.com.tr/hotline".

⁷ Information on phone numbers, the countries covered, and the languages in which services are provided is available at 'koc.com.tr/ihbarbildirim'.

Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by third parties that are expected to act in compliance with this Policy, their contracts may be terminated.

6. Revision History

This Policy entered into force with the Board of Directors’ Resolution dated 15.04.2022, and Opet Legal and Compliance Leadership is responsible for updating the Policy.

Revision	Date	Comment
No:1	10.06.2024	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. The name of the Legal and Compliance Group Directorate has been revised.
No:2	12.05.2026	The scope of the Policy is expanded to cover fraud risks, while maintaining its primary focus on bribery and corruption. Unit names have been revised.