

opet

**OPET
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 Opet, and to demonstrate Opet’s commitment to compliance with laws and regulations, internal policies, good corporate governance practices and ethical rules.

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

This policy has been prepared in accordance with the approach of Opet's Principal Shareholders to Compliance and in consideration of its Ethical Principles and Values.

2. Definitions

“**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.

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

“**Fraud**” means any intentional act or omission to deceive others for unlawful gain or to cause loss, including the misuse of one’s position for personal or corporate benefit through the misapplication of the organization’s resources or assets.

“**Opet Legal and Compliance Leadership**” is primarily responsible for managing and overseeing the Opet Compliance Program.

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

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

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

3. Compliance Obligations

3.1. Overview of Obligations

Effective compliance management can only be achieved through a well-designed and tailored Compliance structure. 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.

Opet’s Compliance obligations go beyond adherence to mandatory regulations (laws, permits, licenses, rules and guidelines of regulatory authorities, court decisions, conventions etc.) and include its Compliance commitments such as agreements with third parties, organizational standards such as policies and procedures, or other voluntary commitments.

¹ For detailed information, please see Opet's Code of Ethics.

3.2. Compliance Domains and Risk Analysis

The Legal and Compliance Leadership within Opet Petrolcülük A.Ş. is responsible for conducting periodic risk assessments for relevant normative domains together with the business units and accordingly performing analyses of the specific Compliance related risks to which operations, employees and/or Business Partners 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 Opet's fingerprint, including but not limited to its own characteristics, 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 a compliance risk analysis is to address and take action in all relevant Compliance domains, based on their likelihood and impact, the following shall be prioritized²:

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

Principal Shareholders monitor these activities carried out across Opet and consider relevant risk indicators, internal audit reports, case-related investigations, encountered compliance cases, and control results to identify compliance risks that may affect them and take necessary measures.

4. Compliance Program

4.1. Main Components of the Compliance Program

Opet's Compliance Program ("Compliance Program") is a set of rules, policies and procedures aimed at addressing Opet'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 Legal and Compliance Leadership, with the participation of all employees.

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

- Prevention
- Detection
- Response

² The order of the listed Compliance domains does not indicate priority; all domains are equally important and must be addressed with the same level of diligence.

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 Opet.

Illustration I: The Compliance Program of Opet



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

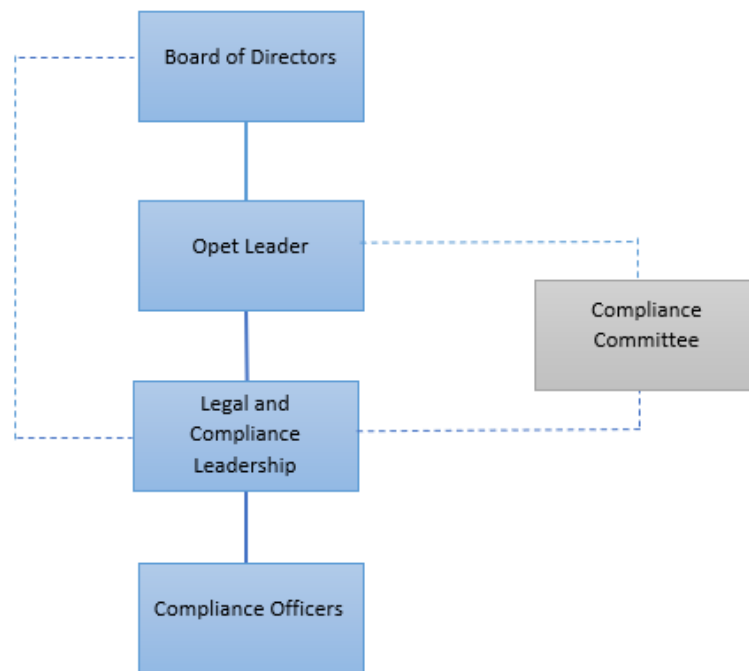
4.2. Compliance Organization

Opet'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 an example for the entire organization and helps to embed Compliance in the culture, behavior and attitude of every member of Opet.

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.

The illustration below shows the current Compliance organization of Opet.

Illustration II: The Compliance Organization of Opet



As shown above, the Compliance organization is fulfilled by:

- Opet Legal and Compliance Leadership
- Opet Compliance Officers
- Compliance Committee
- The leadership or officers responsible for compliance at Opet

Considering the importance of top management's leadership on Compliance related issues, Opet Leader 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, Opet Legal and Compliance Leadership 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, reports to the Board of Directors, while reporting directly to the Opet Leader.
- Seat at the Table: attends the key meetings where all major business decisions are taken.
- Line of Sight: sets the standards in risk areas even if they are related and implemented by other business units.
- Resources: has sufficient resources to manage the Compliance Program.

Opet Legal and Compliance Leader performs his/her duties with the support of the Legal and Compliance Leadership and has the ultimate responsibility for the activities of the Legal and Compliance Leadership.

The Legal and Compliance Leadership have 3 main functions: Functional Responsibilities, Monitoring and Line of Sight.

Functional Responsibilities³ 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 but not limited to bribery, corruption, fraud and 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 ongoing 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 Opet policies, including fraud prevention responsibilities,
- Establish a Compliance reporting and documentation system for the Opet,
- Establishing Compliance performance indicators, monitoring and measuring the Compliance performance of Opet,
- Analyzing the performance of Opet 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 the Opet,
- Support the development and implementation of processes for reporting and managing information such as complaints and/or feedback by means of whistle-blowing system and other mechanisms, including the reporting of suspected fraud,
- Ensure that whistleblowing mechanisms are easily accessible, known; and to support the safeguarding of confidentiality for all submitted reports.

Monitoring Responsibilities include the monitoring and review of certain Compliance risks that are considered to be the primary responsibility of other leaderships 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,
- Ensuring only authorized persons have access to confidential documents related to the Compliance Program.

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

Given its role and responsibilities, the Legal and Compliance Leadership shall have sufficient and qualified resources and where necessary, a sufficient number of competent Compliance Officers and/or Compliance Managers assigned exclusively to work on compliance matters.

The Compliance Committee (“Committee”) aims to increase the efficiency of the Compliance structure by advising the Legal and Compliance Leader (and the Legal and Compliance Leadership). The Committee is composed of the following Leaders or Directors, and others when deemed necessary, and acts as an advisory board that supports the Legal and Compliance Leadership in the decision-making process as required.

³ Legal and Compliance Leader is entitled to perform the duties set out in this section within the relevant Opet company or to delegate them to the leadership or officer responsible for compliance within that Opet company.

Permanent Members of the Committee:

- Legal and Compliance Leader
- Competition Compliance and Legal Affairs Leader
- People and Culture Leader
- Internal Audit Leader
- Information Security Leader

Substitute Members of the Committee:

- Procurement Leader
- Finance Leader
- Sustainability and Corporate Communications Leader
- Retailer Communications Leader
- Corporate Sustainability and HSE-Q Leader

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 Opet Code of Ethics, or who suspects such a situation, is expected to report his/her concerns to the Koç Group Ethics Hotline via the phone numbers⁴ 0850-577-1926 or 0850-220-3845, or through the web-based reporting systems available at www.koc.com.tr/ihbarbildirim.

The Ethics Hotline is designed to protect 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 Committee of Opet, depending on the nature of the incident and the person under investigation. Disciplinary measures shall be taken on the basis of objective criteria. The Ethics Committee has the authority to decide whether or not to take disciplinary action and the nature of the disciplinary action. For disciplinary matters to be reviewed by the Opet company, the relevant company's Ethics Committee is authorized to determine whether any disciplinary action will be taken and the type of such action.

5. Authority And Responsibilities

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 seek guidance or report the incident to your line manager. Alternatively,

⁴ The phone numbers, the countries within scope, and the languages in which services are provided are available at "koc.com.tr/ihbarbildirim".

you may report the incident to the Koç Holding’s Ethics Hotline, which is operated by independent service providers and is available 24/7, via the phone numbers⁵ 0850-577-1926 or 0850-220-3845, or through the web-based reporting system available at www.koc.com.tr/ihbarbildirim.

Opet employees may contact Opet Legal and Compliance Leadership for their questions regarding this Policy and its application.

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	Definition of “Business Partners” is updated. The name of the Legal and Compliance Group Directorate has been revised.
No:2	12.05.2026	Policy updated to incorporate Fraud risk considerations. Unit names have been revised.

⁵ The phone numbers, the countries within scope, and the languages in which services are provided are available at “koc.com.tr/ihbarbildirim”.