

Türkiye Petrol Rafinerileri A.Ş.

Disciplinary Policy

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1. PURPOSE AND SCOPE

The purpose of this Disciplinary Policy (“**Policy**”) is to set standards, principles and rules used to describe and evaluate what is considered as a disciplinary offense and how it is penalized for Tüpraş and to ensure that employees are treated in a fair, appropriate and consistent manner in all of these processes.

This Policy is envisioned to encourage the employees to achieve and maintain satisfactory performance, attendance, behavior and continuity to create the best working environment.

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

2. DEFINITIONS

“**Code of Ethics**” refers to the set of rules and values that cover the basic behavioral principles of Koç Group and Tüpraş, which are included in the Koç Group and Tüpraş Code of Ethics.

“**Collective Labor Agreement**” refers to the agreement to which hourly wage employees are subject at Tüpraş.

“**Disciplinary Committee**” refers to the committee established in relevant refinery that is accountable for determining the breach of an employee(s) subject to Collective Labor Agreement , and affiliated damages that incurred according to the evidence, and for deciding on the appropriate actions.

“**Disciplinary Offence**” is a behavior that may damage the reputation of Tüpraş, disrupt peace at the workplace, and which is a violation of applicable legislation and/or a breach of Code of Ethics, related policies, procedures, regulations and all applicable regulations and breach of the relevant employment contract.

“**Disciplinary Penalty**” refers to the type of penalty imposed for a Disciplinary Offence as defined herein.

“**Employee**” refers to all employees subject to Tüpraş Personnel Regulation or Collective Labor Agreement.

“**Ethics Committee**” refers to the committee affiliated with Board of Directors, where ethical violations are evaluated for all Tüpraş Employees.

“**HR**” refers to Tüpraş Human Resources Directorate.

“**Investigation**” means research activities carried out comprehensively and carefully about relevant actions and behaviors to establish the facts of an incident, including the assertion of a Disciplinary Offence claim.

“**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.

“**Line Manager**” refers to the primary manager of the employee.

“Personnel Regulation” refers to the regulation, which explains all the rules, that Tüpraş employees subject to labor agreement and not subject to collective labor agreements are expected to follow, and all benefits to be applied to employees.

“Tüpraş” means Türkiye Petrol Rafinerileri A.Ş. and all companies directly or indirectly, individually or jointly controlled by this company, and business partnerships included in Tüpraş's consolidated financial report.

The words, terms and expressions which used in this Policy but which are not defined shall have the meanings assigned to them in updated applicable laws.

3. GENERAL PRINCIPLES

Creating and maintaining a positive working environment for employees is the main principle of Tüpraş. Therefore, Tüpraş undertakes to treat all of its employees in an honest, fair, respectful of human dignity, non-discrimination manner, and applies the following principles:

- No employee can be subjected to a Disciplinary Penalty based solely on his/her gender, language, religion, color, age, nationality, thought and wealth difference.
- Disciplinary Penalties can be imposed on employees only if they are proportional to the committed Disciplinary Offense.
- No employee can be subjected to a Disciplinary Penalty more than once for the same Disciplinary Offense. If the same incomediant behavior is repeated, Disciplinary Penalty is scaled to a higher degree.
- The contracts which are made with subcontractors that provide various services to Tüpraş (e.g. cleaning, security, etc.) are expected to comply with the principles set forth herein as much as they are required, applicable and in line with related legislation.
- Investigations conducted to determine whether a Disciplinary Offence was committed, are confidential and performed in accordance with the local and international regulations and in line with Whistleblowing Policy¹

4. APPLICATION OF THE POLICY

Before imposing a Disciplinary Penalty; Ethics Committee, Disciplinary Committee, or depending on the relevant case, the HR, shall take into account the applicable legislation, this Policy, other relevant Koç Group and Tüpraş policies, Tüpraş Personnel Regulation, Disciplinary Regulation and Collective Labor Agreement.. A proportionate Disciplinary Penalty may be applied if it is deemed necessary as a result of the evaluation performed.

4.1. Investigations

Tüpraş shall evaluate contradiction with or violation of laws and/or Code of Ethics or company policies, which are reported through the Ethics Hotline or other alternative channels carefully, and ensure that the suspected violation is investigated, and aims to investigate the suspected violation or breach, where necessary.

¹ Please refer to Tüpraş Whistleblowing Policy for details

Except for the cases specifically regulated in the Koç Group Whistleblowing Policy, in accordance with Tüpraş Whistleblowing Policy, and based on the subject of the reports (if it is not a *HR Matter* as defined below), the Risk Management and Audit Department or the Legal and Compliance Department (if there are Private Law Violations defined in the Tüpraş Whistleblowing Policy) shall conduct an Investigation. Tüpraş Compliance Program components and interaction are included in the Tüpraş Compliance Policy, and they are publicly available at Tüpraş website.

Necessary precautions shall be taken against a conflict of interest between parties that are subjected to the notification and the employees who are authorized to perform the Investigation.

If the subject of the investigation is the Head of Risk Management and Audit, the Chief Legal and Compliance Officer or the members of Ethics Committee, the process of the Investigation is determined by the General Manager.

The department or person responsible for the investigations shall submit its report based on the investigation activities, and its Disciplinary Penalty recommendation to the Disciplinary Committee and/or Ethics Committee if it concludes that a Disciplinary Offence has been committed.

The department or person responsible for the investigations may distribute the report which is prepared by considering its existing authority and responsibilities to the members of Tüpraş Board Members and to other relevant Senior Executives according to usual report distribution flow, if it deems necessary.

If the subject matter relates to the employee's incompetence (low performance, low productivity, failure to meet the requirements of the duty assigned, non-compliance with working hours etc.) ("**HR Subjects**"), his/her managers in the relevant business unit or his/her Line Manager shall forward the matter to HR, and request that an investigation be conducted. HR is authorized to take the necessary actions by making the necessary examination on the subject and to apply the Disciplinary Actions as specified in the Personnel Regulation. Moreover, in cases where there is no need to convene the Ethics Committee or the Disciplinary Committee within the scope of the internal regulations of the company (Disciplinary Regulation and Collective Labor Agreement), the manager of the employee may also impose a disciplinary penalty.

However, if the negative situation claim regarding the employee involves the violation of the relevant laws and/or Code of Ethics and/or company policies, in other words, if it is not an HR Matter, HR or the person reporting the situation to HR must forward the situation to the Risk Management and Audit Department or to the Legal and Compliance Department (if it is a Private Law Violation) for its investigation pursuant to Tüpraş Whistleblowing Policy. ²

² Please refer to Tüpraş Whistleblowing Policy for details

Actions taken by HR and Disciplinary Penalties are added to the employee file and shall be periodically reported to the Disciplinary/Ethics Committee every three months or more frequently (monthly when there is case) based on the recurrence rate of the cases.

4.2.Disciplinary Decisions

Tüpraş Personnel Regulation, Disciplinary Regulation and Collective Labor Agreement describe the types of Disciplinary Penalties and defines the circumstances that require their application.

The HR is responsible for executing the Disciplinary Penalty recommended by the Ethics and /or the Disciplinary Committee considering this Policy.

If a Disciplinary Penalty is recommended by the department conducting the Investigation for the Disciplinary Offences other than HR Matters, the Ethics Committee and/or Disciplinary Committee shall convene as soon as possible. In this case, Ethics Committee and/or Disciplinary Committee decision is necessary for the application of any Disciplinary Penalty.

In order to conduct a fair and objective assessment of a HR Matter or Disciplinary Offence, and to ensure that a fair and proportionate penalizing is imposed if a Disciplinary Penalty is required, HR or the Ethics Committee and/or Disciplinary Committee shall take various aggravating and mitigating factors into consideration such as the relevant regulations, company policies, job description of the employee, the size of the relevant incident and its effect on the company, the express intention of the employee, and whether the incident reoccurred or not.

4.3.Ethics Committee and Disciplinary Committee

The main task of the Ethics Committee and Disciplinary Committee is to uphold the equality principle and to conduct objective assessments on the situations that may result in Disciplinary Penalty. The Ethics/ Disciplinary Committee is authorized to take preventive and corrective measures, or to make recommendations to the business units and HR about this issue when necessary.

Disciplinary Committee is formed as stated below within the provisions of the Collective Labor Agreement and makes evaluations and suggestions for employees subject to the Collective Labor Agreement.

The Disciplinary Committee consists of at most 3 officials to be appointed by the employer and the same number of persons to be appointed by the party union among the members working at the workplace. The Chairman of the Committee is appointed by the employer. Employer representatives, not being directly related to the incident, are appointed by the employer according to the nature of the work to be discussed in the committee. Disciplinary Committee decisions are taken by majority of votes. In case of equality of votes, the Chairman's vote counts as two votes.

The Ethics Committee is established within the Head Quarter and makes evaluations and suggestions for all Tüpraş employees.

The Ethics Committee consists of the following members:

- General Manager
- CFO
- Chief Legal and Compliance Officer
- Human Resources Director
- Corporate Communications Manager
- Relevant Department Directors upon the invitation of General Manager

The Ethics Committee secretariat is carried out by the Risk Management and Audit Manager. The Ethics Committee shall convene as soon as possible upon the request of HR or the relevant department investigating the incident and with at least three members except for those who were invited additionally. Each member has one vote, and the decisions are taken based on simple majority³. In case of equality, the General Manager shall have two votes. At meetings which the General Manager does not participate, one of the members shall preside over the meeting; however, he/she will have only one vote. Members cannot abstain from voting. The department conducting the investigation may invite the managers of the employee subject to the investigation to the Ethics and Disciplinary Committee meetings but they cannot vote. Due to the fact that the department conducting the investigation is the prosecution, the manager of the relevant department can be invited to the meetings, but this person cannot vote.

Legal and Compliance Department is responsible for reporting the Ethics Committee's decisions and recommendations to Koç Holding Legal and Compliance Department and Tüpraş Risk Management Committee regularly and forwards a copy of this report to Tüpraş Risk Management and Audit Department.

4.4.Right of Appeal

All employees are entitled to object to a Disciplinary Penalty by presenting their reasons in writing which may be including but not limited to the following:

- Misleading evidence,
- Disproportionate punishment,
- Emergence of new evidence.

In this case, the employees can submit an application letter containing their reasons and evidence to the Ethics and/or Disciplinary Committee within ten (10) days following the official notification of the Disciplinary Penalty or the emergence of new evidence. In this case, the Ethics and/or Disciplinary Committee shall convene again to decide upon necessary actions including but not limited to those listed below:

- Taking a new decision for deepening the investigation,
- Re-assessing of the Disciplinary Offence and the application of the Disciplinary Penalty.

³ Different aggravated quorums can be applied in Tüpraş based on the type of the Disciplinary Penalty.

The participation of the Refinery Manager in refineries and General Manager in the Head Quarter to the Disciplinary/Ethics Committee is required in the process of evaluating the objectives. The final decision of the Disciplinary and/or Ethics Committee is binding.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Tüpraş are responsible for complying with this Policy. If there is a discrepancy between the local regulations and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two shall supersede.

If you become aware of any action you believe to be inconsistent with this Policy, the applicable law or Code of Ethics, you may seek guidance or report this incident to your line managers. Tüpraş employees may consult to Tüpraş Legal and Compliance Department and Tüpraş HR for their questions related to this Policy and its application. You may alternatively report the incident to Ethics Hotline via the following link: “koc.com.tr/hotline”.⁴

6. REVISION HISTORY

This Policy takes effect on 16 March 2022 as of the date approved by the Board of Directors and is maintained by Human Resources Directorate.

| Revision | Date | Comment |
|-----------------|-------------|----------------|
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⁴ Please refer to Tüpraş Whistleblowing Policy of details.