

compliance

Opet Fuchs Madeni Yağ Sanayi ve Ticaret 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 Opet Fuchs 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 Opet Fuchs shall comply with this Policy, which is an integral part of the Opet Fuchs Code of Ethics. This Policy has been prepared by considering the Ethical Principles of Opet Fuchs and its Main Shareholders.

2. DEFINITIONS

"Main Shareholders" means OPET Petrolcölük A.Ş and Fuchs SE, the main shareholders of Opet Fuchs.

"Disciplinary Committee" refers to the committee that is accountable for determining the breach of an employee(s), 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 Opet Fuchs, disrupt peace at the workplace, and which is a violation of applicable legislation and/or a breach of Opet Fuchs 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 Opet Fuchs Employee Procedure.

"HR" refers to Human Resources Department of Opet Fuchs.

"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.

“**Opet Fuchs**” means Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş.

“**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.

“**Fuchs**” means Fuchs SE.

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

“**Employee Procedure**” refers to the regulation, which explains all the rules, that Opet Fuchs Madeni Yağ Sanayi ve Ticaret A.Ş. employees are expected to follow, and all benefits to be applied to employees. It constitutes an integral part of all employment contracts.

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 Opet Fuchs. Therefore, Opet Fuchs 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 incommpliant behavior is repeated, Disciplinary Penalty is scaled to a higher degree.
- The contracts which are made with subcontractors that provide various services to Opet Fuchs (e.g. cleaning, security, etc.) are expected to comply with the principles set forth herein as much as they are applicable.
- 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

¹ Please refer to Opet Fuchs Whistleblowing Policy for details

4. APPLICATION OF THE POLICY

Before imposing a Disciplinary Penalty, the Disciplinary Committee, or depending on the relevant case, the HR shall take into account the applicable legislation, this Policy, other relevant Opet Fuchs policies and Opet Fuchs Employee Procedure. A proportionate Disciplinary Penalty may be applied if it is deemed necessary as a result of the evaluation performed according to this Policy and Opet Fuchs Employee Procedure.

4.1. Investigations

Opet Fuchs shall evaluate contradiction with or violation of laws and/or Code of Ethics or company policies, which are reported through channels included in the Whistleblowing Policy carefully, and ensure that the suspected violation is investigated, and aims to investigate the suspected violation or breach, where necessary.

Except for the cases specifically regulated in the Whistleblowing Policies of Opet Fuchs Main Shareholders and according to the Opet Fuchs Whistleblowing Policy, and based on the subject of the reports (if it is not a *HR Matter* as defined below), Assistant General Manager (Finance & Compliance) or Management Systems, Risk and Compliance Department shall conduct an Investigation. Opet Fuchs Compliance Program components and interaction are included in the Opet Fuchs Compliance Policy, and they are publicly available at Opet Fuchs A.Ş. 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 Assistant General Manager (Finance & Compliance), the process of the Investigation is determined by the Opet Fuchs 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 if it concludes that a Disciplinary Offence has been committed. As part of the investigation, it is essential to obtain a written statement from the employee before recommending any Disciplinary Penalty.

Assistant General Manager (Finance & Compliance) or Management Systems, Risk and Compliance Department may distribute the report which is prepared by considering its existing authority and responsibilities to the members of Opet Fuchs Board of Directors

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 (i.e. low performance, low productivity, failure to meet the requirements of the duty assigned) ("**HR Subject**"), 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. The HR is authorized to determine whether to impose a Disciplinary Penalty, and if imposed, the type of the Disciplinary Penalty, and has right to escalate the issue to the Disciplinary Committee when necessary.

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 Internal Assistant General Manager (Finance & Compliance) or Management Systems, Risk and Compliance Department for its investigation pursuant to Opet Fuchs Whistleblowing Policy.²

Disciplinary Penalty imposed by HR shall be periodically reported to the Disciplinary Committee every three months or more frequently based on the recurrence rate of the cases.

For further details, please refer to the Opet Fuchs Whistleblowing Policy and the Anti-Retaliation Policy.

4.2. Disciplinary Decisions

Opet Fuchs Employee Procedure describes 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 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 Disciplinary Committee shall convene as soon as possible. In this case, a 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

² Please refer to the Opet Fuchs Whistleblowing Policy for details.

is required, HR or the 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. Disciplinary Committee

The main task of the Disciplinary Committee is to uphold the equality principle and to conduct objective assessments on the situations that may result in Disciplinary Penalty. The 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. The Disciplinary Committee consists of the following members:

- General Manager,
- Assistant General Manager (Finance & Compliance),
- Director of Human Resources
- Relevant Department Directors/Assistant General Managers invited by the General Manager,
- Company lawyer, if required.

The Disciplinary 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. In case the company's lawyer provides consultancy from outside, the lawyer participates in the board by giving an opinion but does not vote on the decision. 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 Disciplinary Committee meetings but they cannot vote. Due to the fact that the department conducting the investigation is the prosecution, the Director/ Assistant General Manager of the relevant department can be invited to the meetings, but this person cannot vote.

Assistant General Manager (Finance & Compliance) or Management Systems, Risk and Compliance Department is obligated to report the Disciplinary Committee's decisions and recommendations to the Risk Management Committee regularly, and forwards a copy of this report to the Internal Audit Department.

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

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 Disciplinary Committee within ten (10) days following the official notification of the Disciplinary Penalty or the emergence of new evidence. In this case, the 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.

The participation of the General Manager in the Disciplinary Committee is required in the process of evaluating the objectives. The final decision of the Disciplinary Committee is binding.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Opet Fuchs 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 Opet Fuchs Code of Ethics, you may seek guidance or report this incident to your line managers. You can report the incident to Opet Fuchs Whistleblower& Information Platform⁴ via the following link: "ihbar.opetfuchs.com.tr". You may alternatively report the incident to Koç Holding's Ethics Hotline via the following link: "koc.com.tr/hotline" or Fuchs Ethics Hotline "<https://www.bkms-system.net/FUCHS-Compliance-Communication>".

Koç Group employees may consult the HR for their questions related to this Policy and its application.

⁴ See Opet Fuchs Whistleblowing Policy of details.

6. REVISION HISTORY

This Policy takes effect on 03.04.2022 as of the date approved by the Board of Directors and is maintained by Human Resources Department.

Revision	Date	Comment
No:01	07.07.2025	The content of the Policy has been aligned with the Whistleblowing Policy and the Anti-Retaliation Policy.