

Aygaz Group

Gifts and Entertainment Policy

1. PURPOSE AND SCOPE

The purpose of this Gifts and Entertainment Policy (“**the Policy**”) is to set standards, principles and rules to be complied with to make the right decisions while providing or accepting gifts and entertainment on behalf of Aygaz Group.

All employees, directors, officers of Aygaz Group shall comply with this Policy, which is an integral part of the Aygaz Group Code of Ethics and Business Conduct and the Koç Group Code of Ethics. Each Aygaz Group company also expects and takes necessary steps to ensure that all its Business Partners - to the extent applicable - complies with and/or acts in line with this Policy.

2. DEFINITIONS

*Please refer to Aygaz Group Anti Bribery and Corruption Policy for the undefined terms used in this Policy.*¹

“**Aygaz Group**” means Aygaz A.Ş. and Aygaz A.Ş.’s subsidiaries and joint ventures.

“**Business Partners**” means dealers, suppliers, distributors, authorized service providers, representatives, independent contractors and consultants.

“**Cash Equivalent**” includes but not limited to money in cash, gift certificates, cards, discounts, securities, gold coins or fuel coupons or similar ticket compliments with specified value.

“**Entertainment**” consists of meals, lodging and accommodation, travel and transportation, sporting and cultural or other social events.

“**Gift**” means any item of value, 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 domestically or in a foreign country,
- Employees of government business enterprises (domestic 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, international or supranational courts,
- Officials or representatives working at international parliaments or supranational organizations;
- Citizens or foreign arbitrators resorted to, who have been entrusted with a task within the arbitration procedure, in order to resolve a legal dispute.

¹ https://www.aygaz.com.tr/uploads/uyum/Aygaz_Group_Anti_Bribery_and_Corruption_Policy.pdf

“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.

“Politically Exposed Persons (PEP)”² refers to individuals who are or have been entrusted with prominent public functions, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, important political party officials and family members and close associates of such persons.

3. GENERAL PRINCIPLES

Gifts and Entertainment are commonly used in building and reinforcing business relationships. However, these are legitimate tools only if they are in accordance with the following criteria:

- reasonable, occasional and with a modest value,
- recorded in the books and records in an accurate and transparent manner,
- in accordance with accepted business practices (no intentions of Bribes³, payoffs or kickbacks),
- consistent with applicable legislation.

Any Gift or Entertainment should be provided or accepted in goodwill. The intentions, implications and impacts of it should be carefully evaluated. In this respect, employees should make sure that providing or accepting the particular Gift or Entertainment:

- does not influence decision-making of Aygaz Group or other parties and does not lead others to perceive such an influence.
- does not detriment Aygaz Group if it becomes public knowledge.
- does not lead any conflict of interest.

All Gifts and Entertainment activities must be in accordance with the principles given above as well as the limits and detailed procedures given throughout this Policy.

Gift or Entertainment activities (including descriptions, approval processes) must be documented properly and the related transaction must be accurately and transparently recorded to the books and records.

Employees should request guidance from the Aygaz Group Legal and Compliance Directorate in a case of doubt as to the appropriateness of offering or accepting a gift or entertainment.

4. APPLICATION OF THE POLICY

4.1. Gifts

Aygaz Group employees must not offer or accept Gifts as cash or cash equivalent or given in the form of services as well as other non-cash benefits such as promotions, memberships, promise of employment or other forms of favors.

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

³ Please check Aygaz Group Anti Bribery and Corruption Policy for further information.

Aygaz Group sets the value limit for offering/providing Gifts to/from a single source⁴ to USD 200 or equivalent annually. If an employee receives a Gift value more than this monetary limit, he/she must immediately inform the Aygaz Group Legal and Compliance Directorate on the matter. Aygaz Group Legal and Compliance Directorate will work with the recipient of the Gift together to decide either to return the Gift to the sender or to take it from the recipient, keep it and record it properly. If appropriate, sender will be informed regarding this Policy rules with a kind thank you note.

Irrespective of the monetary limit, Gifts which may negatively impact fair and unbiased judgment or contrary to commonly accepted business practices must be avoided.

While offering or accepting a Gift, in case of any doubt, as to whether a Gift is considered customary and in line with business practices and this Policy, arising out of the circumstances, such as the frequency of events, nature of the Gift or any other reason, employees shall consult to the Aygaz Group Legal and Compliance Directorate.

It is appropriate for employees to give/accept unvalued Gifts/presents in the framework of their business operations. These may consist of Gifts such as calendars, key holders or other promotional material preferably bearing the company logo. Gifts which are personal or could be perceived as personal must be avoided. Example for this would be an engraved watch or a pen with initials of the recipient.

Employees may only accept a Gift within the limits and in line with the general principles set forth in this Policy. When incompliant Gifts are offered to employees, they must politely decline by returning the Gift with a note or e-mail, referring to this Policy.

In exceptional situations where declining a Gift may cause serious offence and lead significant harm to the business relationship, employees must request the approval of the officer or department in charge of compliance to be able to accept such Gifts.

4.2. Entertainment

Business meals and events are common practices in business life. Aygaz Group companies and Business Partners may cover each other's meal, travel and accommodation expenses when they are actively working on or performing business activities to work on a business project. Following criteria must be met in such cases:

- There must be a legitimate business interest related to an ongoing or potential business relationship with the counterparty.
- The event must remain one-off and not repeated in a regular manner.
- The event cannot be excessive (the value or nature of the event is not proportionate with the business relationship) or take place at inappropriate venues.
- The Entertainment activity cannot lead negative impact on fair and unbiased judgment or cause others to perceive it as such.

Meals and other Entertainment events which are in line with the above-mentioned criteria may be appropriate for attendance. Within this concept, Aygaz Group companies are required to set

⁴ The definition of "Single Source" covers each related parties, including but not limited to the customers, suppliers, authorized representatives, managers or staff of the same companies

the expenditure limits. Nevertheless, until setting the limits, for each event, the line manager should be informed.

While making decisions upon accepting or offering an Entertainment activity, the forms of events given below require special attention and the prior written approval of the officer or department in charge of compliance is required.

- The attendance of spouses/other relatives or friends of the counterparty to the given event.
- Travel and overnight accommodation expenses of these parties

The documentation for meals and Entertainment activities must include full details describing the attending parties and the associated business relationship (business reason) as well as a description of the event and supporting documentation. The related expenses must be accurately and transparently recorded in the books and records, in the relevant expense account associated with the business relationship.

Employees providing the Entertainment activities are responsible to deliver the supporting documentation to be retained by the accounting department.

4.3. Interactions with Government Officials/PEPs

Interactions with Government Officials and PEPs are subject to strict regulatory rules. Both local and international regulations prohibit granting anything of value to Government Officials or PEP's to build up, win or maintain a business.

Providing Gifts or Entertainment to Government Officials and PEPs may give rise to concerns about a Bribery. These type of Gifts and Entertainment must be in moderate terms, in line with relevant regulations and could not be perceived as Bribe, payoff or kickback. Since these activities require significant attention, the officer or department in charge of compliance must be informed via email, before the Gifts and Entertainment are provided to a Government Official/PEP.

5. AUTHORITY AND RESPONSIBILITIES

All employees and directors of Aygaz Group are responsible for complying with this Policy, implementing and supporting the relevant Aygaz Group company's procedures and controls in accordance with the requirements in this Policy. Each Aygaz Group company also expects and takes necessary steps to ensure that all its Business Partners to the extent applicable complies with and/or acts in line with this Policy.

If there is a discrepancy between the local regulations, applicable in the countries where Aygaz Group operates, and this Policy, subject to such practice not being a violation of the relevant local laws and regulations, the stricter of the two, supersede.

If you become aware of any action you believe to be inconsistent with this Policy, the applicable law, Aygaz Group Code of Ethics and Business Conduct or Koç Group Code of Ethics, you may seek guidance or report this incident to your line managers. You can send your complaints, questions and recommendations to the following e-mail address: uyum@aygaz.com.tr. You

may alternatively report the incident to Koç Holding’s Ethics Hotline via the following link: “koc.com.tr/hotline”

Aygaz Group employees may consult the Aygaz Group Legal and Compliance Directorate for their questions related to this Policy and its application. Violation of this Policy may result in significant disciplinary actions including dismissal. If this Policy is violated by third parties, their contracts may be terminated.

6. REVISION HISTORY

This Policy takes effect on 04.08.2021 as of the date approved by the Board of Directors and is maintained by Aygaz Group Legal and Compliance Directorate.

Revision	Date	Comment