

	CORPORATE GOVERNANCE COMMITTEE WORKING PRINCIPLES	Document No:	KYI.PR001
		Effective Date:	07.04.2021
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1. ESTABLISHMENT DECISION

Corporate Governance Committee was established by the Board of Directors decision dated 7th April, 2021 and decision number 2021/18, depending on the Capital Market Legislation and the principles contained in the Corporate Management Principles declared by the Capital Market Board.

2. OBJECTIVE AND SCOPE

The purpose of this internal regulation is to define the structure and working principles of the Corporate Governance Committee. The duties of the Nomination and Remuneration Committee will be fulfilled by the Corporate Governance Committee within the framework of the principles set out below.

Committee decisions are suggestions and recommendations to the Board of Directors. The final decision-making body on relevant matters is the Board of Directors.

3. COMPOSITION AND MEMBERSHIP


- The committee consists of at least two members and the members are selected from the independent board members who do not have a direct executive function.
- If the committee consists of two members, both members must be non-executive board members, and if there are more than two members, the majority of the members must be non-executive board members.
- The Committee Chairman is elected among the independent board members.
- The Chief Executive Officer/General Manager cannot serve on the Committee.
- The Chairman and members of the Committee are determined by the Board of Directors and disclosed to the public.

4. Duties and Responsibilities

- Determines whether the Corporate Governance Principles are applied in the company, if not, the reason, and the conflicts of interest arising from not fully complying with these principles, and makes recommendations to the Board of Directors to improve the Corporate Governance Practices.
- Makes regular evaluations about the structure and efficiency of the board of directors and presents its suggestions and recommendations regarding changes that can be made in these matters, to the board of directors.
- Oversees the work of the investor relations department.

4.1. Nomination

- Determines the policies and strategies and create a transparent system to identify and evaluate suitable candidates for the Board of Directors.
- The Committee, for the election of independent Board members evaluates the candidates suggested by the management or by shareholders by taking into account whether the candidate meets the independence criteria and submits its evaluation report for the approval of the Board of Directors.

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4.2. Remuneration

- Defines the criteria that can be used in remuneration in connection with the performance of the Company and the member.
- Prepares recommendations regarding the remuneration principles of the Board members and senior managers considering the company's long-term goals.
- Evaluating the achievement of the goals, submits its suggestions to the Board of Directors regarding the remuneration to be paid to Board members and senior managers.

5. MEETINGS AND REPORTING

The Committee meets as often as it deems necessary, at least once a year, and submits all its work to the Board of Directors as a report.

While the committee is performing its activities,

- It can invite the required managers to its meetings and get their opinions.
- It can benefit from independent expert opinions on the issues it needs in relation to its activities. The fees for the consultancy services needed by the Committee are covered by the company.
- In order to ensure the effectiveness of the studies, it can establish sub-working groups consisting of experienced and expert people among its own members and/or from outside the company as needed.

6. TENURE

- Tenure of the Committee members is the same as the tenure of the Members of the Board of Directors. Following the re-election of the Board of Directors, new Committee Members are determined by the Board of Directors.
- The Committee Membership of a member whose Board Membership terminates for any reason, also ends. In this case, the Board of Directors appoints another member to the vacant position.

7. ENFORCEMENT

This internal regulation and changes in the working principles enter into force with the approval of the Board of Directors.

This change was approved by the Board of Directors with the decision numbered 2025/10 at the meeting dated 17.01.2025.