

# ÜNLÜ YATIRIM HOLDİNG ANONİM ŞİRKETİ

## CORPORATE GOVERNANCE COMMITTEE

### DUTIES AND WORKING PRINCIPLES

#### PURPOSE AND SCOPE

**Article 1-** The purpose of this regulation is to determine the duties and working principles of the Corporate Governance Committee to be formed by the Board of Directors of Ünlü Yatırım Holding A.Ş..

It is the duty of the Corporate Governance Committee to monitor the Company's compliance with the Corporate Governance Principles in accordance with the Capital Markets Legislation and the principles contained in the Capital Markets Board Corporate Governance Principles, to carry out improvement efforts in this regard and to present suggestions to the Board of Directors.

#### FOUNDATION

**Article 2-** This document has been created within the framework of the regulations, provisions and principles contained in the Turkish Commercial Code, Capital Markets Law, the Company's articles of association and the Capital Markets "Corporate Governance Principles".

#### FORMATION AND STRUCTURE

**Article 3-** It consists of at least 3 members, including at least two members of the Board of Directors and the Investor Relations Department manager.

**Article 4-** The Committee is appointed by the Board of Directors for a limited period of time as a member of the Board of Directors. Members of the Company's Board of Directors appoint Committee members at the first Board meeting following the General Assembly meeting in which they were elected, to serve until the next Board of Directors election. Members whose term has expired can be re-elected.

The Board of Directors may change the members of the Committee; in case of dismissal, resignation or death, it may appoint a new member to complete its term of office and the number of members may be reduced/increased.

**Article 5-** The chairman of the Corporate Governance Committee is elected by the committee members from independent board members. Additionally, people who undertake direct executive functions, such as the Chief Executive Officer/General Manager, cannot serve in the committee.

If deemed necessary, the committee may delegate some of its duties to one or more subcommittees consisting of two or more members. In the formation of the sub-working group, in addition to its own members, the expertise of people with sufficient experience and knowledge in Corporate Governance can be used when necessary.

## **WORKING PRINCIPLES**

**Article 6-** The Corporate Governance Committee meets when deemed necessary. Committee meetings can be held by members coming together or through technological communication opportunities. The timing of committee meetings is compatible with the timing of Board of Directors meetings as much as possible.

**Article 7-** Decisions taken at committee meetings are put in writing. Decisions signed by committee members are kept regularly. The Committee submits its findings and recommendations regarding its field of duty and responsibility to the Board of Directors.

**Article 8-** All resources and support required for the Corporate Governance Committee to fulfill its duties are provided by the board of directors. The committee may invite any manager they deem necessary to its meetings and obtain their opinions. In addition, they can benefit from independent expert opinions on matters they deem necessary regarding their activities. The cost of the consultancy services needed by the committees is covered by the company.

The committee meets with the participation of all members and makes decisions with the majority of the members attending the meeting, and any opposing views are recorded. Committee decisions are recommendations to the Board of Directors.

## **DUTY AND RESPONSIBILITY**

### **Article 9-**

Considering the structure of the Company's Board of Directors; With the Communiqué, the authority, duty and responsibility to fulfill the duties stipulated for the Nomination Committee and Remuneration Committee are left to the Corporate Governance Committee.

The duties and responsibilities of the Corporate Governance Committee are stated below.

- a) To determine whether corporate governance principles are applied in the company, if not, the reason and conflicts of interest arising from not fully complying with these principles, and to make recommendations to the Board of Directors to improve corporate governance practices,
- b) By following world practices regarding Corporate Governance Principles, reporting to the Board of Directors the applicability of capital markets legislation and those in accordance with the company structure,
- c) To ensure that corporate governance principles are developed, adopted and implemented within the Company, and to make remedial suggestions by carrying out studies on issues that it detects are not implemented,
- d) Supervising the work of the Investor Relations Department,
- e) To review the "Corporate Compliance Report" to be disclosed to the public in terms of compliance and consistency with capital markets legislation,

f) To make regular evaluations about the structure and efficiency of the Board of Directors and to present its recommendations regarding changes that can be made on these issues to the Board of Directors,

g) To work on establishing a transparent system for identifying, evaluating and training suitable candidates for the Board of Directors and determining policies and strategies in this regard,

h) To review the suitability of the Company's current payment policies and to determine the principles, criteria and practices to be used in the remuneration of Board members and senior managers, taking into account the Company's long-term goals and to supervise them,

i) To submit to the Board of Directors their recommendations regarding the total personal payment package, including the remuneration to be given to the members of the Board of Directors and senior managers, benefits in kind, annual variable payment, performance-based incentive payments, retirement payments and other payments, if any, taking into account the degree of achievement of the criteria used in remuneration.

j) By following the developments regarding sustainability in Turkey and in the world, to carry out studies to determine the policies and procedures within the Company and to present their opinions and suggestions, to review sustainability management, policies and procedures and their effectiveness at least once a year, and to ensure that sustainability is guided quickly, effectively and healthy,

It acts within its own authority and responsibility, and the final decision responsibility always belongs to the Board of Directors.

The Committee reviews and evaluates the adequacy of these Working Principles and submits the relevant change suggestions to the Board of Directors for approval.

## **MISCELLANEOUS**

**Article 10-** The duties and responsibilities of the Corporate Governance Committee do not eliminate the responsibility of the Board of Directors arising from the Turkish Commercial Code.

## **ENFORCEMENT**

**Article 11-** This regulation regarding the duties and working principles of the Corporate Governance Committee and its amendments come into force with the decision of the Board of Directors.