

RULES OF PROCEDURES OF THE CORPORATE GOVERNANCE COMMITTEE

1. ESTABLISHMENT

At the Board of Directors meeting of the Company dated 21.01.2008, a Corporate Governance Committee has been established with the purposes of improving the Company's corporate governance activities through recommendations, within the frame of the provisions of Capital Markets Board Corporate Governance Principles.

2. PURPOSE

Determine whether or not corporate governance principles are implemented in the Company, ascertain the reasons and possible conflicts which may arise if they are not implemented and make recommendations to the Board of Directors to improve the implementation of corporate governance principles and fulfill the responsibilities of Nomination Committee and Remuneration Committee as explained in the Communiqué of the CMB.

3. TASKS AND RESPONSIBILITIES

Tasks of the Corporate Governance Committee;

- Determining whether or not corporate governance principles are implemented, ascertaining the reasons and possible conflicts which may arise if they are not implemented and making recommendations to the Board of Directors to improve the implementation of corporate governance principles.
- Supervising the activities of the investor relations department.
- Reviewing the "Corporate Governance Principles Adoption Report" which will be publicized and checking if the information provided therein are accurate and consistent with the information known to the Committee.
- Ensuring that Corporate Governance Principles are improved, adopted and implemented at the Company, working to make improvements in case of non-implementation and recommending to the Board of Directors to increase the level of adoption.
- Following the Corporate Governance Principles at a global level and recommending to the Board of Directors to ensure adoption at the Company as necessary.

The Corporate Governance Committee of our Company also fulfills the responsibilities of nomination committee and remuneration committee determined in the CMB regulations, the tasks of the Committee within this scope are as follows:

- Establishing a transparent system to determine the possible candidates to the Board of Directors and positions of executives who have administrative responsibility and assess and train them as necessary and working to determine the policies and strategies on this issue.
- Evaluating the proposals regarding the candidates of independent member by the management and the investors considering whether or not the candidate holds the required independency criteria and submitting its evaluation regarding the same for approval of the Board of Directors.
- In the event any vacancy arises on the independent Board memberships, in order to re-ensure the minimum number of independent members on the Board, evaluating appointment of new

independent members to such vacancies to perform duty until the next general assembly meeting and submitting in writing the results of such evaluation to the Board of Directors.

- Conducting regular assessments on the structure and efficiency of the Board of Directors and submitting recommendations to the Board of Directors on possible revisions.
- Determining and supervising the approaches, principles and applications regarding the performance evaluation and career planning issues for the Board Members and top level managers.
- Making recommendations on remuneration of members of the Board of Directors and top level managers based on the long-term objectives of the company and monitoring the same.
- Defining the criteria to ensure remuneration based on the performance of the company and the member.
- Submitting recommendations on remuneration of members of the Board of Directors and top level managers to the Board based on the level of meeting the criteria.

The Committee will submit its assessments and recommendations on the aforementioned issues verbally or in writing to the Board of Directors.

4. STRUCTURE OF THE COMMITTEE AND MEMBERSHIP CRITERIA

- The Corporate Governance Committee consists of minimum two Board members and the manager of the Investor Relations Unit designated as per the Corporate Governance Communique. Chairman of the Committee will be selected among the independent members of the Board of Directors. Chief executive officer/general manager cannot be assigned to the committee.
- Both members in case the committee consists of two members other than the manager of the Investor Relations Unit and majority of the members in case the committee consists of more than two members other than the manager of the Investor Relations Unit will be selected among the Board Members who are not assigned to executive tasks. When necessary, experts who are not Board Members can also be appointed to the committee.
- When the new members of the Board of Directors are selected at the ordinary general assembly, the Board of Directors will determine the members of the Corporate Governance Committee based on the assignment term of the Board of Directors. The old members of the committee will continue to be assigned until a new one is selected.
- Resources and support required by the Committee to fulfill its responsibilities will be provided by the Board of Directors. The Committee can invite the managers to ask for their opinions as necessary.
- The Committee will take the opinions on independent experts regarding the activities as necessary. The Company will cover the expenses related with the consultancy services required by the Committee.

5. COMMITTEE SUB GROUPS

The Corporate Governance Committee can establish sub work groups consisting of committee members and/or other experts with sufficient experience on corporate governance as necessary, with the purposes of ensuring the efficiency of its works.

6. MEETINGS

- The Committee will conduct meetings with a frequency as required by its assigned tasks.
- The decisions by the Committee are considered as recommendations to the Board of Directors and the Board of Directors is the final decision-maker.
- The Committee will ensure that the Board of Directors is informed regarding the issues related with its assigned position.
- Meeting and decision quorum is the absolute majority of the committee members.
- Committee meetings may be held physically or through electronic means (electronically or by conference call) without physical meeting. Physical meetings will be conducted at the company headquarters or any other location easily accessible by the committee members. The minutes related to the meetings held through electronic means without physical meeting will be signed by the members of the Corporate Governance Committee. Additionally, the committee decisions can also be taken by circulation of the decision, and the decisions signed by all members on the same or different papers will be valid.

7. REPORTING PROCEDURES

- Committee decisions will be recorded in a book which will be kept by the Committee.
- The minutes of the meeting will include the following as a prerequisite:
 - Date of the meeting
 - Information on the issues evaluated at the meeting
 - Decisions made
- Decisions deemed required by the Committee will be submitted to the Board of Directors.
- Board of Directors' secretariat will be responsible for preparation and bookkeeping of the reports. The minutes of the meeting will be submitted to the information of Committee Members and archived.

8. EFFECTIVENESS

The structure of the Corporate Governance Committee has been reviewed and revised by the Board Decisions dated 30.06.2012, 01.10.2012 and 19.03.2019 as per the regulations of the Capital Markets Board regarding the Corporate Governance. The Board of Directors is authorized to review and update these rules of procedures as necessary.