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**OYAK ÇİMENTO FABRİKALARI A.Ş.
CORPORATE GOVERNANCE COMMITTEE INTERNAL DIRECTIVE**

1. PURPOSE:

The purpose of this Internal Directive (“Directive”) is to define the duties, authorities, responsibilities, working procedures, and principles of the Corporate Governance Committee (“Committee”), established by the Board of Directors of OYAK ÇİMENTO FABRİKALARI A.Ş. (“Company”) with the Board resolution dated 21.06.2012 and numbered 12, in accordance with the Communiqué on the Determination and Implementation of Corporate Governance Principles of the Capital Markets Board (“Communiqué”), to ensure the proper execution of the duties and responsibilities of the Company’s Board of Directors.

Considering the structure of the Company’s Board of Directors, the authority, duties, and responsibilities for fulfilling the tasks envisaged for the Nomination Committee and the Remuneration Committee by the Communiqué have also been assigned to the Corporate Governance Committee with the Board resolution dated 21.06.2012 and numbered 12.

The purpose of the Committee is to monitor the structure and efficiency of the Company’s Board of Directors within the framework of corporate governance principles, to carry out improvement efforts in this regard, and to make recommendations to the Board of Directors.

2. AUTHORITY AND SCOPE:

The Committee, as part of the management and supervision process of the Company, within the scope of the above purpose, are responsible for.

- Contributes to the development and implementation of the Company’s corporate governance principles, provides solution-oriented recommendations to the Board, identifies any conflicts of interest arising from non-compliance with these principles, and advises the Board to improve corporate governance practices,
- Oversee the activities of the Investor Relations Department,
- Works on establishing a transparent system for identifying, evaluating, and training suitable candidates for the Board and determining policies and strategies on this matter,
- Regularly evaluates the structure and efficiency of the Board and submits recommendations regarding possible changes to the Board,
- Determines and oversees the approach, principles, and practices related to the performance evaluation and career planning of Board members and senior executives,
- Sets proposals regarding remuneration principles for Board members and senior executives, considering the Company’s long-term objectives.



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The Committee is assigned with the duties outlined above and acts within its own authority and responsibility; however, the ultimate decision-making responsibility always rests with the Board of Directors.

The Committee reviews and evaluates the adequacy of this Internal Directive and submits any proposed amendments to the Board of Directors for approval.

3. COMMITTEE STRUCTURE

Committee members are appointed annually by the Board of Directors, with the majority being Board members. If the Committee consists of two members, both shall be Independent Board members; if there are more than two, the majority shall be non-executive Board members. The Chairman and the General Manager cannot serve on the Committee. The Committee Chair is selected from among the Independent Board members.

The Committee may appoint a Vice-Chairman to act in the Chairman's absence.

Within the scope of the above purpose and authority, the Committee may obtain consultancy services from independent experts or organizations at the Company's expense and may invite relevant executives to meetings and obtain their opinions.

The Committee is accountable to the Board of Directors.

4. COMMITTEE MEETINGS:

Committee meetings are held quarterly, aligned with the Board's ordinary meetings, to enable effective performance of its duties.

However, the Committee may convene more frequently if deemed necessary for the effectiveness of its activities.

All necessary resources and support required for the Committee to fulfill its duties are provided by the Board of Directors. The Committee may be convened upon the request of the Committee Chair or any Committee member. Committee meetings shall be held in accordance with the agenda distributed in advance by the Corporate Governance Secretariat ("Secretariat"). Decisions taken during the Committee meetings are documented in writing and archived by the Secretariat. In this context, following each meeting, a written report on the Committee's activities, along with a summary of the minutes, is submitted to the Board of Directors. Meeting minutes are kept by the Secretariat. The Committee may also convene via teleconference or by any other means.

Decisions are made by the majority vote of Committee members.



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The Committee conducts an annual self-assessment of its objectives, duties, and performance and reports the results to the Board.

5. DUTIES AND RESPONSIBILITIES:

The committee;

- Ensures that the Board is well-informed on matters within its authority and responsibility,
- Develop and review the Company's Corporate Governance Principles annually or more frequently if needed and communicate its proposals for amendments to the Board of Directors,
- Supervises the effective implementation of corporate governance practices and identifies conflict of interest arising from incomplete application of these principles, proposing solutions to the Board of Directors,
- Recommends to the Board of Directors regarding the number of Board members and the structure of committees,
- Committee conducts the search for and identification of qualified individuals who can become members of the Board of Directors and/or fill vacancies on the Board. It selects and presents candidates for new terms, candidates for vacancies that occur before the end of a term, and, upon the Board's request, candidates for the upcoming term to the Board of Directors,
- Prepares and regularly updates criteria for evaluating candidates' character, integrity, professional experience, how they complement existing members, availability to dedicate sufficient time, and other Board criteria,
- Recommends candidates for other Board committees and proposes suitable candidates for any vacancies that arise on these committees. In all areas where it is applied, the Committee ensures that committee members meet the independence criteria as well as other criteria determined by laws, regulations, and rules.
- Considers attendance and contribution when recommending re-election of Board members,
- Assists the Board of Directors in the annual performance evaluation of senior executives. The evaluation should be based on objective criteria covering, but not limited to, job performance, achievement of long-term strategic goals, and management development,
- Conducts a performance evaluation at least annually to assess whether it is functioning effectively.
- Develops the existing remuneration policy for Board members and senior executives, considering the degree to which the criteria set by the Board of Directors are met, and submits its recommendations to the Board.
- Prepares and reviews a succession plan for the Company's senior executives and provides recommendations on these plans to the Board of Directors
- Regarding the identification of suitable candidates for the Board of Directors:

- The Committee reviews the resumes of candidates within the timeframes stipulated by regulations, based on the criteria set forth in the Corporate Governance Principles, and may request any information and documents from the candidates.
- The Committee keeps a personal file containing the information and documents supporting its evaluation for each candidate.
- The Committee submits its review and evaluation of the candidates, including its opinions on whether the candidates are suitable for the position, and if necessary, a ranking of preferences, in a report to the Board of Directors within the timeframe specified by the Board.
- The Committee also obtains a “Declaration of Independence” from candidates it determines to meet the criteria and adds these declarations to their personal files.
- The Board of Directors reviews the candidates’ status considering the submitted report and finalizes the candidates’ membership. This decision may be made in line with the Committee’s views or may involve the Committee re-examining the candidates’ status. However, if the Committee’s re-examination views are also not accepted, the Board of Directors makes the final decision directly.
- The Board’s decision regarding a proposed member candidate may either accept the membership or reject it for a justified reason.

6. AMENDMENTS:

Amendment proposals are submitted to the Board of Directors by the Committee and included in the agenda of the first Board’s next meeting.

7. ENFORCEMENT:

This directive shall enter into force on the date it is approved by the Board of Directors.

Note: This document has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.