



ANADOLU GROUP

## **AG ANADOLU GRUBU HOLDING A.Ş. DUTIES AND WORKING PRINCIPLES OF THE BOARD OF DIRECTORS SUSTAINABILITY COMMITTEE**

### **1. General Provisions**

**1.1. Scope:** AG Anadolu Grubu Holding A.Ş ("AGHOL") Duties and Working Principles of the Board of Directors Sustainability Committee ("Working Principles") govern the implementation, procedures, and principles of the responsibilities of AG Anadolu Grubu Holding A.Ş. Board of Directors Sustainability Committee ("Sustainability Committee").

**1.2. Purpose:** The purpose of the Sustainability Committee is to identify areas where AGHOL and AGHOL Group Companies ("Anadolu Group") will continue to be exemplary in sustainability and be among the most trusted companies by stakeholders, and to provide necessary guidance to AGHOL Board of Directors in the environmental, social and corporate governance areas.

### **2. Structure, Composition, And Working Principles Of The Sustainability Committee**

**2.1.** The Sustainability Committee is established and authorized by the approval of AGHOL Board of Directors. The Sustainability Committee is composed of at least 3 (three) AGHOL Board members. AGHOL CEO participates in Sustainability Committee meetings. The members of Sustainability Committee elect a chair among themselves. The members of the Sustainability Committee shall be appointed every year in the first Board of Directors meeting, following the AGHOL Annual Ordinary General Assembly meeting and shall serve until the next AGHOL Annual Ordinary General Assembly meeting. AGHOL Board of Directors can terminate the membership of some or all members of the Sustainability Committee, even if the term of duty has not been expired. AGHOL Board of Directors appoints replacements to fill vacant positions in the Sustainability Committee due to termination of duty, resignation or death to complete the remaining term of duty.

**2.2.** Anadolu Group Corporate Affairs, Communications and Sustainability President participates in Sustainability Committee meetings in order to convey agenda items that are deemed appropriate to be submitted to the Sustainability Committee and to ensure



coordination. The secretary of the Sustainability Committee is Anadolu Group Corporate Communications and Sustainability Manager.

**2.3.** The Sustainability Committee shall invite AGHOL executives, relevant employees, and other AGHOL Board members to its meetings on issues deemed necessary regarding its activities and relevant topics on its agenda and may benefit from expert opinions, and appoint permanent/temporary advisors to the Sustainability Committee for this purpose. The fees for advisory services required by the Sustainability Committee shall be covered by AGHOL.

**2.4.** The Sustainability Committee shall convene at least two times per annum. Upon request by the Chair of the Sustainability Committee or a majority of other members, additional meetings shall be held. The timing of Sustainability Committee meetings is coordinated with the timing of AGHOL Board of Directors meetings as much as possible. The Chair of the Sustainability Committee informs AGHOL Board of Directors about the annual meeting plan.

**2.5.** The Sustainability Committee members may hold meetings via telephone and/or other electronic communication methods.

**2.6.** The Sustainability Committee convenes with the attendance of the majority of its membership and makes decisions based on the majority vote of those present at the meetings. In the event of a tie, the Chair of the Sustainability Committee casts the deciding vote, and the relevant matters are submitted to the approval of AGHOL Board of Directors.

**2.7.** In cases deemed necessary, the Sustainability Committee shall meet separately with AGHOL senior management and employees at all levels of Anadolu Group within the framework of confidentiality principles.

### **3. Duties and Responsibilities of The Sustainability Committee**

**3.1.** Evaluates Anadolu Group's annual sustainability performance and the achievement of its goals, and communicates its opinions to AGHOL Board of Directors as necessary.



**3.2.** Ensures the alignment of Anadolu Group's long-term sustainability efforts with financial interests, and provides guidance for Anadolu Group to create value in economic, social, environmental, and corporate governance areas.

#### **4. Enforcement**

This Working Principles shall come into force by the approval of AGHOL Board of Directors on the date of its approval and shall be reviewed annually. Any changes to the Working Principles shall be made by decision of AGHOL Board of Directors.