

TÜMÖSAN MOTOR VE TRAKTÖR SAN. A.Ş. CORPORATE GOVERNANCE COMMITTEE'S DUTIES AND WORKING PRINCIPLES

1. PURPOSE

The purpose of this committee is to understand to which extent the corporate governance principles are implemented in our company, and if they are not implemented, to understand the reasons thereof, to identify the conflicts of interest that occur due to not fully complying with these principles, and to make corrective recommendations to the Board of Directors to improve corporate governance practices. The Corporate Governance Committee shall fulfill the duties of the Nomination Committee and the Remuneration Committee within the scope of the relevant Communiqué of the CMB.

2. DUTIES AND RESPONSIBILITIES

Compliance with the Corporate Governance Principles

The committee determines whether the corporate governance principles are applied or not, if they are not implemented, the reasons thereof, and conflicts of interest arising from not fully complying with these principles, and makes corrective recommendations to the Board of Directors to improve corporate governance practices. Accordingly, the committee identifies issues regarding the corporate governance principles that will be beneficial to the company and shareholders and that have not been implemented yet, and makes recommendations to implement the same in accordance with the structure of the company and its subsidiaries. The duties stipulated for the nomination and remuneration committees in the CMB regulations are also fulfilled by the Corporate Governance Committee in our company, and the duties of the committee within this scope are as follows:

- To carry out studies on the assessment of the system created for the identification, assessment, and training of candidates suitable for the Board of Directors and for managerial positions with administrative responsibility, and on the determination of policies and strategies in this regard.
- To assess candidate proposals for independent membership, taking into account whether the candidates meet the criteria for independence, and to submit its assessment to the Board of Directors for approval.
- In case of a vacancy in the independent board memberships, to make an assessment for the election of independent members for the vacant memberships to serve until the first general assembly meeting to be held, in order to ensure that the minimum number of independent members is present again, and to submit the result in writing to the Board of Directors.
- To make regular assessments about the structure and efficiency of the Board of Directors and to submit its recommendations on the changes that can be made on these issues, to the Board of Directors.
- To assess the systems created on the approaches, principles, and practices for the performance assessment and career planning of the members of the Board of Directors and senior managers.
- To assess and monitor its suggestions for the principles of remuneration of the members of the Board of Directors and senior executives, taking into account the long-term goals of the company.
- To determine the criteria for measuring the performance of the company and the members of the Board of Directors in connection with the performance of the company and the members.
- To provide the Board of Directors with the committee's proposals regarding the remuneration to be given to the members of the Board of Directors and senior executives, taking into account the degree

of achievement of the criteria. The committee provides the Board of Directors with the committee's assessments and recommendations, either verbally or in writing, on the above issues.

Investor Relations

Established to ensure that measures are taken to ensure compliance with the legislation, articles of association, and other internal regulations for the exercise of shareholder rights, and the exercise of these rights, the Investor Relations Department directly reports to the President of the Corporate Governance Committee. The Investor Relations Department operates in the exercise of shareholding rights, reports to the Board of Directors and ensures communication between the Board of Directors and the shareholders. The main duties of the Shareholders Relations Department are as follows:

- To ensure that the records of the shareholders are kept in a healthy, secure, and up-to-date manner.
- To answer the shareholders' written requests for information about the company, except for the confidential and trade secret information of the company that is not disclosed to the public.
- To ensure that the general assembly meeting is held in accordance with the applicable legislation, articles of association, and other internal regulations.
- To prepare the documents that the shareholders can benefit from at the general assembly meeting.
- To ensure that the voting results are recorded and reports on the results are sent to the shareholders.
- To oversee and monitor all matters related to public disclosure, including the legislation and the company's disclosure policy.

3. COMMITTEE STRUCTURE

The Corporate Governance Committee is composed of at least two members of the Board of Directors and the manager of the Investor Relations Department appointed within the scope of the Corporate Governance Communiqué. The president of the committee is elected among the independent Board Members. The chief executive officer/general manager cannot take charge in the committee. In case the committee consists of two members except for the manager of the Investor Relations Department, both of them are elected among the non-executive Board members, and in case there are more than two members except for the manager of the Investor Relations Department, the majority of the members are elected from non-executive Board members. When necessary, specialists who are not members of the Board of Directors may be included in the committee. When the new Board of Directors is elected at the Ordinary General Assembly meeting, the members of the Corporate Governance Committee are determined by the Board of Directors in parallel with the term of office of the relevant Board of Directors. The duties of the former committee members continue until new members are selected. Any resources and support required for the Committee to fulfill its duties are provided by the Board of Directors. The committee may invite any manager it deems necessary to its meetings and take their opinions. The Committee benefits from the opinions of independent specialists on the issues it deems necessary regarding its activities. The cost of consultancy services required by the committee is covered by the company.

4. MEETINGS

The committee convenes as often as required by the task assigned to it. The decisions of the Committee are advisory to the Board of Directors, and the final decision maker on related matters is the Board of Directors. The Committee ensures that the Board of Directors is informed on matters falling under the committee's authority and responsibility. The meeting and decision quorums are the

absolute majority of the total number of committee members. It is possible to hold committee meetings by physical or electronic means (either electronically or by conference call). Physical meetings can be held at the company headquarters or any other place where committee members have easy access. Minutes of the meetings held by physical or electronic means are signed by the Corporate Governance Committee members. In addition, it is possible to take committee decisions by handing them around, and the decisions signed by all the members on the same or different papers are valid.

5. ENFORCEMENT

The structure of the Corporate Governance Committee was reviewed within the scope of the Corporate Governance Regulations of the Capital Markets Board and took its final form on July 4, 2023. The Board of Directors is authorized to review and update the working principles in question, when necessary.