



# Duties and Working Principles of the Corporate Governance Committee

07.11.2024

Your team.

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## Duties and Working Principles of Hitit's Corporate Governance Committee

### OBJECT 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 Hitit Bilgisayar Hizmetleri A.Ş. ("**Company**").

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 Market Legislation and the principles contained in the Capital Markets Board's Corporate Governance Principles, to carry out improvement efforts in this regard, and to present suggestions to the Board of Directors.

### BASIS

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

### COMPOSITION AND STRUCTURE

**Article 3**- The Committee is composed of at least three members elected by the Board of Directors. In accordance with the Corporate Governance Principles, the executive of the investor relations department is appointed as a member of the corporate governance committee.

**Article 4**- The Committee is appointed by the Board of Directors for a period that is limited to the term of Board membership. Members of the Company's Board of Directors appoint the 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 terms of office expire can be re-elected.

The Board of Directors may replace the Committee members in the case of dismissal, resignation or death by appointing a new member to complete their term of office and the number of members may be decreased/increased.

**Article 5** - The chairperson of the Corporate Governance Committee is elected by the Board of Directors from among independent board members. Other members to serve on the committee may be elected from among the members of the Board of Directors or from outside the Board of Directors. Furthermore, individuals who directly undertake executive

functions, such as the General Manager, cannot serve on the committee.

## **WORKING PRINCIPLES**

**Article 6-** The Corporate Governance Committee meets as and when it is deemed necessary. The Committee meetings can be held by physical gathering of the members or through the use of technological means of communication. The timing of the Committee meetings is, as far as possible, in harmony with the timing of the Board meetings.

The Committee Chairperson may call the Committee to an extraordinary meeting upon the request of one of the Committee members, the General Manager, or the Deputy General Manager of Purchasing and Financial Affairs, or when necessary.

**Article 7-** Decisions taken at the Committee meetings are put in writing. Decisions signed by the Committee members are properly kept. The Committee submits to the Board of Directors its findings and recommendations in relation to its own scope of duties and responsibilities.

The secretarial duties of the Committee are carried out by the unit that provides secretarial services to the Board of Directors.

The Committee meets and takes decisions with the presence of the absolute majority of its members, and any opposing views are recorded. The Committee's decisions constitute a recommendation to the Board of Directors.

**Article 8-** The Board of Directors provides any resources and support necessary for the Corporate Governance Committee to fulfill its duties. The Committee may invite any executive they deem necessary to its meetings and obtain their opinions. In addition, it can benefit from the opinions of independent experts in matters it deems necessary regarding its activities. The fees of the consultancy services needed by the Committee are borne by the Company.

If it deems it necessary, the Committee may delegate some of its duties to one or more subcommittees consisting of two or more members who can be elected from among the board members or from outside the board of directors. In the formation of the sub-working groups; in addition to the Committee's own members, the people with sufficient expertise, experience and knowledge in corporate governance, sustainability, information security and corporate communication can be taken into consideration, as needed, when electing members.

## **DUTIES AND RESPONSIBILITIES**

**Article 9-** By taking into consideration the structure of the Company's Board of Directors; the authority, duty and responsibility to fulfill the duties prescribed by the Communiqué for

the Nomination Committee and Remuneration Committee have also been vested in the Corporate Governance Committee.

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

- a) to identify whether or not the corporate governance principles are implemented in the Company and if not, the reason therefor, and the conflicts of interest that arise due to the failure to fully comply with these principles, and to make recommendations to the Board of Directors to improve the corporate governance practices;
- b) to follow the global practices regarding the Corporate Governance Principles and report to the Board of Directors the applicability of those that are in accordance with the capital market legislation and the company's structure;
- c) to ensure that the corporate governance principles are developed, adopted and implemented within the Company, and to make suggestions for improvement by carrying out studies on issues that it detects are not implemented;
- d) to supervise the work of the Investor Relations Department, to review it regularly, to make suggestions to the Board of Directors on matters it deems necessary, and to inform the Board of Directors about the Company's communication with the investors;
- e) in terms of compliance and consistency with the capital market legislation, to review the Corporate Governance Compliance Report (URF) and the Corporate Governance Information Form (KYBF) templates to be announced together with the activity report on the Public Disclosure Platform, within the reporting period of the financial reports annually, and within this framework, to submit them to the Board of Directors for its approval within the framework of the decision regarding the approval of the financial statements and activity reports;
- f) to review the Company's Information Disclosure and Information Security Policies, and to make suggestions to ensure that the Information Disclosure Policy adequately covers the standards regarding the Company's communication with stakeholders and the disclosures to be made to the public by our Company, and that public statements, presentations and similar information documents are prepared and published in accordance with the Information Disclosure Policy;
- g) to make regular evaluations on structure and efficiency of the Board of Directors and to present to the Board of Directors its recommendations about the changes that can be made in these matters;
- h) to undertake the duties and obligations stipulated for the Remuneration Committee within the framework of the Communiqué and within this scope, to determine the principles, criteria and practices to be used in the remuneration of the board

members and the executives with administrative responsibility, by taking into account the long-term goals of the company, and to oversee the implementation of the same; to present its suggestions to the board of directors regarding the remuneration to be paid to the board members and the executives with administrative responsibility, and for such purpose, to review the compliance of the payment policies of the Company currently in force, with the legislation; to determine and oversee the implementation of the principles, criteria and practices regarding the performance evaluation, career and succession planning, and remuneration of the board members and the executives with administrative responsibility, by taking into account the Company's medium and long-term goals, and to make suggestions to the Board of Directors, by taking also the opinion of the General Manager, regarding the remunerations to be paid and the benefits to be provided to the Board members and the Company's senior management;

- i) to undertake the duties and obligations stipulated for the Nomination Committee within the framework of the Communiqué and within this scope; to work on establishing a transparent system for the identification, evaluation and training of suitable candidates for the board of directors and for executive positions with administrative responsibility, and determining policies and strategies in this regard; to make regular evaluations about the structure and efficiency of the board of directors and to submit its recommendations on changes that can be made on these issues to the board of directors; to fulfill the duties stipulated in the Communiqué regarding the nomination of independent members for the board of directors, and to carry out studies on determining the qualification criteria required for the election of the board members or persons who will serve in the senior management of the Company;

The Committee acts within its own authority and responsibility, but the ultimate decision responsibility always rests with the Board of Directors.

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

## **MISCELLANEOUS**

**Article 10-** The Committee acts under its own authority and responsibility and makes recommendations to decision-making mechanisms as and when it deems it necessary; however, the ultimate decision responsibility always rests with the Board of Directors and nothing eliminates the duties and responsibilities of the Board of Directors arising from the Turkish Commercial Code.

## **ENTRY INTO FORCE**

**Article 11-** The Committee reviews and evaluates the adequacy of these Working Principles and submits its relevant amendment suggestions to the Board of Directors for its approval.

This regulation governing the duties and working principles of the Corporate Governance Committee and any amendments thereto shall enter into force upon a resolution of the Board of Directors.