

Duties and Working Principles of Sustainability Committee

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Your team.



Duties and Working Principles of Hitit's Sustainability Committee

OBJECT and SCOPE

Article 1- The purpose of this regulation is to determine the duties and working principles of the Sustainability Committee to be established by the Board of Directors of Hitit Bilgisayar Hizmetleri A.Ş. ("**Company**").

The duties of the Sustainability Committee is to create the Company's sustainability strategy by following the developments in Türkiye and the world regarding sustainability, to carry out studies for determining the policies and procedures within the Company, to ensure that the Company's social, environmental and economic requirements are developed within the framework of a corporate and systematic structure, to ensure that sustainability is steered quickly, effectively and robustly within the Company by reviewing sustainability management, policies and procedures and their effectiveness, and to present its opinions and recommendations to the Board of Directors in accordance with the capital markets legislation and the principles in the Corporate Governance Principles of Capital Markets Board.

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 comprised of at least three members determined by the Board of Directors from among the members of the Board of Directors or from among the Company personnel outside the Board of Directors. Members whose terms of office expire can be re-elected.

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

WORKING PRINCIPLES

Article 4- The 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.

Article 5- Decisions taken at the Committee meetings are documented 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 documented. The Committee's decisions constitute a recommendation to the Board of Directors.

Article 6- The Board of Directors provides any resources and support necessary for the 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 such as environmental working group, governance working group and social working group 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 7- The duties and responsibilities of the Committee are stated below.

- To ensure the preparation of the Company's sustainability strategy and policy and to submit them to the Board of Directors;
- To follow current national and international developments regarding sustainability and, accordingly, to make recommendations to the Board of Directors for the development of current strategies, policies and practices;
- To monitor the current processes, practices and projects in order to implement the Company's sustainability and environmental strategies and policies approved by the Board of Directors regarding sustainability, to follow up the performance of necessary audits, to set targets for performance measurement and to ensure that the data and information provided by the relevant units are reported to the Board of Directors;

- To ensure the communication of sustainability strategy, policy and practices to ensure their adoption by all stakeholders of the Company, the organization of necessary training on relevant topics and the coordination of stakeholder participation on matters deemed necessary;
- To ensure that reviews and improvements regarding the determination, measurement, monitoring, documenting, auditing, reporting of the environmental, social and economic risks and impacts, including climate change, of the Company's products and public disclosures to be made regarding them are carried out and to make recommended to the Board of Directors on matters under its authority,
- To check whether the Company complies with the legal obligations published regarding sustainability and to prepare the reports requested by and submit them to the Board of Directors,
- To prepare the "sustainability draft target and road map" compatible with the accepted strategy and policy to be proposed to the Board of Directors,
- To supervise that sustainability strategies, policies and targets are communicated to all stakeholders and they are trained on the same and that all necessary procedures, studies and practices are carried out, and to report and submit the data regarding the same to the Board of Directors,
- To prepare examples of sustainable service options by addressing the environmental and social impacts and value creation potential of the Company's services,
- To create recommendations regarding the updating of the sustainability strategy, policy and targets by the Board of Directors and to follow up the updating efforts.
- To establish Working Groups reporting to the Committee, to determine their powers, to coordinate the working groups, to evaluate the results of the Working Groups and to submit them to 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 8- 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.

EFFECTIVENESS

Article 9- 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.

These rules governing the duties and working principles of the Committee and the amendments thereto enter into force upon a resolution of the Board of Directors.