

HEDEF HOLDING INC. ("COMPANY")
CORPORATE GOVERNANCE COMMITTEE

1. Purpose

The Company has established the Corporate Governance Committee ("Committee") with the Board of Directors' decision dated 21/06/2021 and numbered 92 in accordance with the Capital Markets Law No. 6362 ("CML"), the Turkish Commercial Code No. 6102 ("TCC"), the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board ("CMB"), and the Corporate Governance Principles regulated in the currently effective Corporate Governance Communiqué. The primary purpose of the Committee is to determine whether the corporate governance principles are being applied within the Company, identify the reasons if they are not, and ascertain any conflicts of interest arising from the failure to fully comply with these principles. The Committee also provides recommendations to the Board of Directors to improve corporate governance practices and oversees the work of the investor relations department.

In accordance with the Corporate Governance Principles, if the Company does not have a separate nomination committee and remuneration committee due to the structure of the board of directors, the Committee also fulfills the duties of the nomination and remuneration committees as specified in the Corporate Governance Principles.

2. Structure of the Committee

The Committee must consist of at least two members. If there are two members, both must be non-executive board members; if there are more than two members, the majority must be non-executive board members. The chairman of the Committee is selected from among the independent board members. Non-board members who are experts in their fields may also be members of the Committee. The CEO/general manager cannot serve on the Committee. It is ensured that a board member does not serve on more than one committee. The members of the Committee are determined by the board of directors and announced on the Public Disclosure Platform (PDP). It is mandatory for the manager of the investor relations department to be appointed as a member of the Committee.

3. Duties and Responsibilities of the Committee

The duties and responsibilities of the Committee regarding corporate governance are as follows:

- Determining whether the corporate governance principles are being applied within the Company, identifying the reasons if they are not, and ascertaining any conflicts of interest arising from the failure to fully comply with these principles.
- Providing recommendations to the Board of Directors to improve corporate governance practices.
- Overseeing the work of the investor relations department.

The duties and responsibilities of the Committee regarding nomination are as follows:

- Establishing a transparent system for identifying, evaluating, and training suitable candidates for the board of directors and executive positions with administrative responsibilities, and determining policies and strategies in this regard.
- Evaluating proposals for independent board membership, including those from management and investors, by considering whether the candidate meets the independence criteria, and submitting the evaluation to the board of directors in a report.
- Regularly evaluating the structure and efficiency of the board of directors and presenting recommendations to the board regarding possible changes.

The duties and responsibilities of the Committee regarding remuneration are as follows:

- Determining the principles, criteria, and practices to be used in the remuneration of board members and executives with administrative responsibilities, taking into account the Company's long-term goals, and overseeing their implementation.
- Submitting recommendations to the board of directors regarding the remuneration of board members and executives with administrative responsibilities based on the degree to which the criteria used in remuneration have been met.

4. Committee Operations and Meetings

The Committee meets as often as necessary and documents and keeps records of all its work. The Committee submits reports containing information about its activities and the results of its meetings to the board of directors. The Committee may invite any person it deems necessary to its meetings and obtain their opinions. The Committee may seek independent expert opinions on matters it deems necessary for its activities. The cost of the consulting services needed by the Committee is covered by the Company. However, information about the person/organization providing the service and whether they have any relationship with the Company must be included in the activity report.

5. Amendments to the Committee's Working Principles

Proposals for amendments to these working principles are submitted by the Committee to the Board of Directors. The prepared proposals are included in the agenda of the first meeting of the Board of Directors.

6. Effectiveness

These working principles and their amendments and updates come into effect with the decision of the Board of Directors.