



SÜTAŞ INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The purpose of the committee shall be to ensure the implementation of Corporate Governance principles in compliance with Turkish Commercial Code and internationally accepted standards, to identify conflicts of interest and to advise and suggest courses of action on the matter to the Board of Directors.

2. DUTIES AND RESPONSIBILITIES

The Committee shall,

- Ensure the development, adoption and implementation of Corporate Governance Principles in the company.
- Oversee the implementation of Corporate Governance Principles, identify conflicts of interest that may occur for not complying with the principles in full, and make recommendations to the Board of Directors on the areas for improvement.
- Oversee the activities of the Investor Relations Unit.
- Make recommendations on the activities of the Board of Directors and its committees, their organizational structure and efficiency.
- Review the "Corporate Governance Compliance Report" disclosed to the public and evaluate the accuracy and consistency of the information contained therein against the information that the Committee possesses.
- Make recommendations to ensure that public disclosures comply with related law and regulations and the "Disclosure Policy" of the company.
- In addition, perform the functions of the "Nomination Committee" and the "Compensation Committee".

Nomination:

- Conduct studies on the establishment of a transparent system to identify, assess and train suitable candidates for the Board of Directors, and on setting policies and strategies on this matter and inform the Board of Directors.
- Make recommendations on the size.

Compensation:

- Make recommendations to the Board of Directors on the compensation principles of the members of the Board of Directors and the senior executives, in line with the capabilities and long term goals of the company.
- Determines criteria that may be used in compensation in relation to the performance of the company and the member. Set up compensation measures in line with the performance of both the company and the board member.



3. COMPOSITION

- The Committee is established and authorized by the Board of Directors.
- The Committee shall consist of 3 members.
- The Committee chairman is elected from among the members of the Board of Directors.
- The Chief Executive Officer / General Manager and Chief Financial Officer of the company may not serve as members of the Committee.

4. MEETINGS AND REPORTING

- The Committee shall meet at times as it deems necessary to fulfill its responsibilities.
- The quorum for meetings of the Corporate Governance Committee shall be one more than half of its number of members and the committee decides with majority vote.
- The decisions of the Committee shall serve as recommendations to the Board of Directors, and the Board of Directors shall be the ultimate decision maker for the matters in question.
- The committee shall report regularly to the Board of Directors with respect to its activities and make recommendations to the Board of Directors as appropriate.