



TERMS OF REFERENCE OF THE SUSTAINABILITY COMMITTEE

OBJECTIVE

The Sustainability Committee is formed to assist the Board of Directors in determining, planning, and implementing the Sütaş Group's sustainability strategy, policies, and targets, monitoring and overseeing performance, identifying and assessing the environmental, social, economic, and corporate risks faced by Group companies, and determining the steps to be taken.

DUTIES AND RESPONSIBILITIES

1. Sets out sustainability strategy and policy and identifies, implements and monitors short-, medium- and long-term targets.
2. Establishes performance criteria for translating targets, by the units, into business plans and for review of the progress and and monitor the progress.
3. Forms working groups to ensure the necessary actions are taken to achieve sustainability targets.
4. Follows national and international developments, public regulations and trends on sustainability, and provides, when necessary, constructive recommendations to the bodies that report to the Committee.
5. Identifies and assesses the environmental, social, economic and corporate risks and opportunities faced by the Group companies, and provides recommendations on necessary measures.
6. Assesses business plans and projects prepared by the bodies that report to the Committee and provides recommendations.
7. Provides recommendations on sustainability communication plans, approves these plans and reviews s the relevant processes.
8. Ensures employees and stakeholders are informed about sustainable business approach and its dissemination, and coordinates training and, when necessary, stakeholder participation in areas considered necessary.
9. Approves sustainability reports.

COMMITTEE STRUCTURE

The Committee is made up of at least three Board members.

The Committee Chair is assigned in accordance with the Board of Directors' resolution.

The Corporate Communications Coordinator serves as the secretary to the Committee.



MEETINGS AND REPORTING

The Committee meets every two months. The Committee Chair or members may request additional meetings if deemed necessary. If such a request is made by a Committee member, the Chair takes the necessary actions to hold the meeting as soon as possible.

The meeting agenda is prepared by the Chair. However, other topics can be added upon the members' request.

The Committee may invite executives or experts from group companies to its meetings and take their opinions.

The quorum is formed when more than half of the Committee members are present and decisions are taken by majority.

The Committee secretary minutes the discussions and proceedings which include the meeting agenda and attendance sheet. The decisions then are signed by the Committee members present at the meeting and archived by the Committee secretary. The decisions that require approval from the Board of Directors are forwarded to the Committee Chair to be proposed to the Board of Directors.

If a member must be excused from a Committee meeting, the member must inform the Committee secretary about their absence via email. Otherwise, they will be considered absent without an excuse.

The Committee is supported by the Sustainability Coordination and Communication Subcommittee, and the "Working Groups" formed to carry out detailed studies for the achievement of the Group's targets in line with its sustainability strategy and policy.

THE BODIES UNDER SUSTAINABILITY COMMITTEE

Sustainability Coordination and Communication Committee

It is established to coordinate the supervising the activities in line with strategies and targets set out by the Sustainability Committee.

This Subcommittee consists of the Sustainability Committee Chair, Corporate Communications Coordinator, Corporate Affairs Coordinator, and Corporate Communications Director.

The Subcommittee meets weekly.



Duties and responsibilities of the Subcommittee:

- Coordinates and supervises activities in line with the strategies and targets set out by the Sustainability Committee.
- Prepares and implements a sustainability communication plan.
- Prepares stakeholder communication plans in cooperation with Working Groups, and supports action plans.
- Coordinates communication with NGOs.
- Follows and reports sustainability developments and trends.
- Coordinates the work of the Working Groups.
- Prepares sustainability activity performance reports with working groups at specified intervals and submits these reports to the Sustainability Committee to be presented to the Board of Directors.
- Prepares sustainability reports.
- Prepares activity reports to the Sustainability Committee every two months.

Sustainability Working Groups

The Sustainability Committee establishes a number of working groups, required by the Group activities, that translate sustainability targets into business plans, and coordinate the implementation and reporting.

Working groups:

- Ensures the translation of sustainability targets into business plans and the implementation of the plans, which are led by the top managers.
- Develops and reports sustainability-related activities in business plans.
- Reports performance data of sustainability activities.