



NUH ÇİMENTO SANAYİ A.Ş.

CORPORATE GOVERNANCE COMMITTEE DUTIES AND WORKING PRINCIPLES DIRECTIVE

I. PURPOSE AND SCOPE

Article 1.- The purpose and scope of this regulation is to determine the duties and working principles of the Corporate Governance Committee (Committee) to be established by the Board of Directors of Nuh Çimento Sanayi Anonim Şirketi (Company).

II. FULCRUM

Article 2- It has been prepared within the framework of the provisions and principles set forth in the Corporate Governance Communiqué numbered II-17.1 published by the Capital Markets Board.

III. ORGANIZATION

Authority

Article 3 - The Committee is formed and authorized by the Board of Directors. The working period of the Committee is limited to the working period of the Board of Directors.

Committee decisions are recommendations to the Board of Directors, and the final decision-making authority on relevant matters is the Board of Directors.

All resources and support necessary for the committee to fulfill its duties are provided by the board of directors.

In relation to its activities, the Committee may benefit from the opinions of independent experts on the matters it deems necessary. The cost of the consultancy services required by the Committee shall be covered by the Company. However, in this case, information about the person/organization from which the service is received and whether this person/organization has any relationship with the Company is included in the annual report.

In order to ensure the effectiveness of the Corporate Governance Committee's work, sub-working groups consisting of people with sufficient experience and knowledge on corporate governance may be formed, selected from among its own members and/or from outside, as needed.

In addition to its own duties, the Corporate Governance Committee also fulfills the duties of the Remuneration Committee.

Committees may invite persons they deem necessary to their meetings and obtain their opinions.

Membership

Article 4- The Committee consists of at least two members elected by the members of the Board of Directors of the Company. The members of the Committee shall be re-determined every year at the first Board of Directors meeting to be held after the ordinary general assembly meeting. The Chairman of the Committee is elected among the independent members of the Board of Directors.

The Board of Directors may appoint new members to the Committee and change the members serving in the Committee in accordance with the applicable legislation.

If the committee consists of two members, both members, and if the committee has more than two members, the majority of the members shall consist of board members who do not directly undertake executive functions such as general manager or executive committee member and who do not have executive authority in management matters.

Experts who are not members of the board of directors may become members of the committee.

It is mandatory for the investor relations department manager to be appointed as a member of the corporate governance committee.

Committee Meetings

Article 5- The committee meets twice a year and when deemed necessary, in the most convenient place for the committee members. Meetings can also be held using other technological means if members cannot come together. The meeting agenda is determined by the Committee chairman.

The meeting and decision quorum is the absolute majority of the total number of Committee members. In case of equality, the decision shall be taken in favor of the chairman's vote.

Recommendation decisions taken at the Committee meetings are put in writing, signed by the Committee members and kept in an organized manner.

The committee presents its findings and suggestions regarding its field of duty and responsibility to the board of directors in a report.

IV. DUTIES AND RESPONSIBILITIES

Corporate Governance Committee

Article 6-

Committee,

Suggestions are made for the establishment and adoption of Corporate Governance Principles within the Company.

It determines whether corporate governance principles are applied in the company, if not, the reasons and conflicts of interest arising from not fully complying with these principles, and makes recommendations to the Board of Directors for their implementation in accordance with the structure of the Company.

It carries out studies on internal regulations and amendments that need to be made to ensure that corporate governance principles are understood, adopted and implemented by Company employees, and submits the results of its studies to the Board of Directors.

It prepares an annual evaluation report on the activities carried out in the previous year in the first three months of each year and submits it to the Board of Directors, to form the basis of the company's annual activity report.

Transactions that are alleged to be contrary to the legislation or ethically inappropriate, which are communicated to the Company by stakeholders, are forwarded to the Audit Committee and ensure the necessary coordination.

It carries out other activities that can be considered within the scope of corporate governance requested by the Board of Directors.

Oversees the work of the investor relations department.

Remuneration Committee

Article 7- In the event that there is no Remuneration Committee in the Company, the Corporate Governance Committee assumes the duties of this committee and determines the principles, criteria and practices to be used in the remuneration of the members of the Board of Directors and executives with administrative responsibilities by taking into consideration the long-term goals of the Company and supervises them.

It determines the criteria that can be used in remuneration in connection with the performance of the company and the member and puts it in writing as a remuneration policy.

It submits its suggestions to the Board of Directors regarding the remuneration to be paid to board members and senior managers, taking into account the degree to which the criteria are met.



V. NO PROVISION

In matters not regulated in this Directive, the Company's Articles of Association, the Capital Markets Law and secondary regulations issued within the framework of the Law and the Board's resolutions shall be applied respectively.

VI. EFFECTIVE

Article 8- It was accepted by the decision of the Board of Directors dated June 23, 2021, to be implemented from the date of acceptance.