

**TAB GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ**  
**CORPORATE GOVERNANCE COMMITTEE**  
**WORKING PRINCIPLES**

**1. ESTABLISHMENT**

The Board of Directors at TAB GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ (“**Company**”) has resolved on January 24, 2024 to establish the Corporate Governance Committee pursuant to the provisions of the Capital Markets Law No. 6362 (“**CML**”), Turkish Commercial Code No. 6102 (“**TCC**”), Corporate Governance Communiqué (II-17.1), Corporate Governance Principles under this Communiqué, and other applicable regulations of the Capital Markets Board (“**CMB**”), to enhance the Company’s corporate governance practices and submitting advice and recommendations to ensure that the Board of Directors effectively fulfills its duties and responsibilities.

**2. OBJECTIVE**

The objective of the Corporate Governance Committee is to determine whether corporate governance principles are implemented within the Company, the reasons if they are not, and the conflicts of interest arising from non-compliance with these principles, offer recommendations to the Board of Directors to improve corporate governance practices, and oversee the activities of the investor relations department.

Since separate nomination and remuneration committees have not been established within the Company due to the structure of the Board of Directors, the Corporate Governance Committee will also fulfill the duties of these committees to the extent allowed by the Corporate Governance Principles.

**3. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Corporate Governance Committee, including those specified in applicable legislation, are listed below:

- Determining whether corporate governance principles are implemented, the reasons if they are not, and the conflicts of interest arising from non-compliance with these principles, and offering recommendations to the Board of Directors to improve corporate governance practices.
- Overseeing the activities of the investor relations department.
- Ensuring that the Corporate Governance Principles are developed, adopted and implemented within the Company and offering recommendations to the Board of Directors to improve the level of compliance by addressing the non-compliance issues.
- Working on a transparent system for identifying, evaluating and training suitable candidates for the Board of Directors and executives with administrative responsibilities, and developing the relevant policies and strategies.
- Regularly assessing the structure and efficiency of the Board of Directors and submitting recommendations for improvements and changes to the Board of Directors.

- Defining the principles, criteria and practices regarding the remuneration of the Board members and executives with administrative responsibilities by considering the long-term goals of the Company, and overseeing their implementation.
- Submitting recommendations to the Board of Directors regarding the remuneration determined for the Board members and executives with administrative responsibilities, taking into account the level that the criteria used in remuneration are met.
- Fulfilling other duties currently/duly assigned to the committee pursuant to the CMB regulations and the Turkish Commercial Code.

The committee submits written or verbal reports on its findings and recommendations regarding the above matters to the Board of Directors.

#### **4. COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA**

- The Corporate Governance Committee comprises at least two members, with the chair elected among independent directors. The Chief Executive Officer/General Manager does not serve on the committee.
- If the committee has two members, both, and if it has more than two members, the majority should be non-executive Board members. Experts in their respective fields may be appointed to the committee even if they are not Board members.
- Once the new Board of Directors is elected at the ordinary general assembly meeting, members are appointed to the Corporate Governance Committee to serve for the same term as the Board of Directors'. The incumbent committee members continue to fulfill their duties until their replacements are elected.
- The Board of Directors provides all resources and support that the committee would need to fulfill its duties. The committee may invite any manager deemed necessary to its meetings to seek their opinions.
- The committee may seek independent experts' opinions on matters deemed necessary as part of its activities. The cost of the external consultancy services provided to the committee is covered by the Company.
- The investor relations officer is also appointed to the committee as a member.

#### **5. SUB-WORKING GROUPS**

The Corporate Governance Committee may form sub-working groups, comprising individuals with sufficient experience and knowledge in corporate governance, selected from among its own members and/or externally, to ensure effective functioning.

#### **6. MEETINGS**

- The Corporate Governance Committee convenes at least four times a year and at least once every three months. The meeting proceedings are recorded in minutes and submitted to the Board of Directors. The committee's resolutions are recommendations to the Board of Directors, which is the ultimate decision-making

body on the relevant matters.

- The committee ensures that the Board of Directors is advised on matters within its scope of authority and responsibility.
- The quorum for the meetings and passing resolutions is the absolute majority of the total number of committee members.
- Meetings may be held at the Company headquarters or another location that the committee members may easily reach.

## **7. REPORTING PROCEDURES**

- The committee's resolutions are recorded and kept in the decision book.
- Minutes of the meeting should contain the following information at a minimum:
  - \* Meeting place and time
  - \* Meeting agenda
  - \* Information on the topics addressed during the meeting
  - \* Resolutions passed

The committee may decide to submit its resolutions to the Board of Directors as needed.

Secretary to the Board of Directors is responsible for drafting and saving the minutes.

The meeting minutes are archived after they are submitted to the committee members.

## **8. EFFECT**

The Corporate Governance Committee's working principles herein were approved by the Board of Directors on January 24, 2024. The Board of Directors is authorized to revise and update these working principles as needed.