



DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. CORPORATE GOVERNANCE COMMITTEE DUTIES AND OPERATING PROCEDURES

1. OBJECTIVE

The objective of this document titled Corporate Governance Committee Duties and Operating Procedures (“Procedures”) is to define the membership structure, duties, authorities and responsibilities, and operating procedures and working principles of the Corporate Governance Committee (“Committee”) formed under the Board of Directors of Doğan Şirketler Grubu Holding A.Ş. (“Company”).

2. BASIS

In drafting these Procedures, the Company’s Articles of Association and the Corporate Governance Principles stipulated by the Capital Markets Board have been taken as basis.

3. COMMITTEE STRUCTURE and MEMBERS

The Committee should consist of at least two Board members and the Investor Relations Manager, appointed in accordance with the Corporate Governance Principles. The Committee is chaired by one of the independent Board members. If the Committee consists of two members, both, and if it has more than two members, the majority of the members should be elected among the non-executive Board members. The chief executive officer/general manager will not serve on this Committee. To the extent possible, Board members serving on this Committee should not be members in the other Board committees. Experts who do not serve on the Board of Directors may become members of this Committee.

The Board of Directors provides all the resources and support that the Committee needs to fulfill its duties. The Committee may invite anyone to its meetings to seek their opinions and views. The Committee may also consult independent experts for advice on matters related to its activities. The Company covers the cost of the consultancy services that the Committee utilizes.

Once the new Board is elected at the ordinary general assembly meeting, the Committee members are assigned by the Board of Directors for the same term as that of the Board. The Committee members continue to perform their duties until the new members are appointed.

4. SUB-WORKING GROUPS

One or more sub-working groups, consisting of people with adequate experience and know-how in corporate governance practices, may be formed among the Committee members and/or external individuals to improve the effective functioning of the Committee.

5. MEETINGS and REPORTING

The Committee convenes as needed for the effectiveness of its activities. The quorum for



Committee meetings and decisions is the absolute majority of the total number of members. The Committee decisions are recorded in the committee resolution register and kept on file for future reference.

The Committee provides information on its activities, meeting outcomes and recommendations about risks and remedies to the Board of Directors. The Committee submits its decisions in an advisory capacity, and the Board of Directors passes the final resolutions.

The Committee may hold its meetings either face-to-face or in the electronic medium. Minutes of the online meetings are signed by Committee members. The Committee may also pass resolutions by circulation.

6. DUTIES and RESPONSIBILITIES

The Committee is primarily tasked with ascertaining whether corporate governance principles are implemented within the Company, identifying the reasons for insufficient implementation, if any, and conflicts of interest due to non-compliance with these principles; submitting recommendations to the Board to improve corporate governance practices and overseeing the activities of the investor relations function to ensure that the Board of Directors fulfills its duties and responsibilities soundly.

The Committee's main duties and responsibilities include:

- Overseeing the activities of the investor relations function.
- Reviewing the annual report, corporate governance compliance report, sustainability report, etc. to be disclosed to the public for the accuracy and consistency of their contents with the information provided to the Committee.
- Submitting recommendations to ensure that best corporate governance practices are implemented within the Company.
- Analyzing the non-compliances with the Corporate Governance Principles and submitting improvement recommendations to the Board of Directors.
- Following the latest developments in the corporate governance field and offering recommendations to the Board of Directors to implement the suitable practices within the Company.
- As part of sustainability-related work, supporting the Sustainability Committee in its efforts to ensure that environmental, social and corporate governance (ESG) activities are bolstered with measurable and achievable targets.
- Collaborating with the Sustainability Committee in matters such as overseeing the relevant topics in the Company's annual reports, ascertaining whether sustainability principles are implemented, identifying the justified reasons for non-implementation and the potential effect of non-compliance on environmental and social risk management, and the disclosure of these findings.
- Fulfilling other existing/future Committee duties as mandated by applicable legislation.



If the Company is unable to form a dedicated “*Nomination Committee*” and a “*Remuneration Committee*” as specified in the Corporate Governance Principles due to the structuring of the Board of Directors, the Committee also fulfills the following duties of these committees:

- Developing a transparent system for nominating, assessing and training the suitable candidates for the Board of Directors and executive positions with administrative responsibilities, drafting the relevant policies and determining strategies, offering recommendations in these matters
- Assessing the structure and efficiency of the Board and presenting its recommendations to the Board of Directors.
- Reviewing the nominations for independent directors, addressing whether the candidates meet the independence criteria, and presenting its evaluations in this matter to the Board of Directors.
- If an independent Board membership is vacated, assessing the nominees for independent members to serve until the next general assembly meeting and submitting its evaluations to the Board of Directors.
- Determining the principles, criteria and practices to be applied for the remuneration of the Board of Directors and senior executives with administrative responsibilities by considering the long-term goals of the Company, overseeing that such principles and criteria are followed, and submitting recommendations to the Board of Directors.
- Submitting its suggestions to the Board of Directors regarding the principles for determining the remuneration of the Board of Directors and senior executives with administrative responsibilities by considering the extent of meeting the remuneration criteria.

The Committee may engage in other activities within its purview and present written or verbal evaluations and recommendations on these matters to the Board of Directors.

7. EFFECT

These Procedures have become effective upon the resolution of Doğan Holding Board of Directors on December 21, 2023. The Board of Directors is responsible for amending and updating these Procedures.