

# ANATOLIA TANI VE BİYOTEKNOLOJİ ÜRÜNLERİ ARAŞTIRMA GELİŞTİRME SANAYİ VE TİCARET A.Ş.

## WORKING PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE

### 1. ORGANIZATION

A Corporate Governance Committee ("**Committee**") has been established during the Board Meeting of Anatolia Tanı ve Biyoteknoloji Ürünleri Araştırma Geliştirme Sanayi ve Ticaret Anonim Şirketi ("**Company**") dated 05/07/2021 with the number 17 within the scope of the provisions of Corporate Governance Principles under the Corporate Governance Communiqué (II-17.1) ("**Communiqué**") and Directive of Borsa İstanbul A.Ş. on The Duties and Working Principles of the Corporate Governance Committee, in order to give advices to the Board for improving the corporate governance practices of the Company.

### 2. PURPOSE

The Committee was established in order to determine whether the Corporate Governance Principles are implemented in our Company, if not, the reason of the same, and the conflicts of interest arising from not fully complying with these principles, making recommendations to the board of directors to improve corporate governance practices, and overseeing the activities of the investor relations department. The Corporate Governance Committee also fulfills the duties of the Nomination Committee and the Remuneration Committee within the scope of the Communiqué.

These principles have been established within the framework of the regulations, provisions and principles of the Turkish Commercial Code, the capital market legislation and the Corporate Governance Principles included in the Communiqué.

### 3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

#### 3.1. Duties and Responsibilities Regarding Corporate Governance

- 3.1.1. Determining whether the corporate governance principles are implemented and conflicts of interest that may arise due to not fully complying with these principles, making recommendations to the board of directors to improve practices,
- 3.1.2. Annual evaluation within the scope of compliance with corporate governance principles, preparation of compliance report with corporate governance principles and sending the results to the board of directors,
- 3.1.3. Monitoring whether the distribution of duties and powers among the organs, units, managers and employees of the Company is clearly and unequivocally determined, making suggestions about the regulations to be made and policies to be determined regarding the prevention of conflicts of interest that may arise in practice, and observing compliance with these regulations and policies,
- 3.1.4. Making recommendations for the determination of the company's disclosure policy, observing the implementation of the determined policies, reviewing the scope, quality, consistency and accuracy of the explanations to be made on the company website and the annual report and the information to be given,

- 3.1.5. When conflicts of interest arise between the company, shareholders and other stakeholders, following up the procedures for the protection of the rights of the related parties with an impartial and balanced approach, examining the requests and complaints from the shareholders and stakeholders on the issues falling under its scope, and presenting the solution proposals to the board of directors,
- 3.1.6. Following the protection and facilitation of the use of shareholder rights, especially the right to obtain and review information,
- 3.1.7. Monitoring the company's business and transactions with related parties within the framework of corporate governance principles,
- 3.1.8. Carrying out studies for the establishment of corporate governance culture in the company and its adoption by managers and personnel at all levels,
- 3.1.9. Contributing to the determination and development of the company's ethical rules and observing that the company's activities are carried out within the framework of these rules,
- 3.1.10. To monitor the company's sensitivity to its corporate social responsibilities, and its compliance with environmental and public health regulations,
- 3.1.11. Overseeing the investor relations unit,
- 3.1.12. Carrying out studies on other matters that can be considered within the scope of corporate governance as requested by the board of directors, and
- 3.1.13. Fulfilling other duties assigned/to be assigned to the Committee by the Capital Markets Board regulations and the Turkish Commercial Code.

### **3.2. Duties and Responsibilities in Terms of Nomination and Remuneration**

- 3.2.1. Fulfilling the duties of the Nomination Committee and Remuneration Committee,
- 3.2.2. Establishing a transparent system for the identification, evaluation and training of suitable candidates for the board of directors and management positions with administrative responsibility, and working on determining policies and strategies in this regard,
- 3.2.3. Making regular evaluations about the structure and efficiency of the board of directors and to submit recommendations to the board of directors regarding the changes that can be made on these issues,
- 3.2.4. Determining the principles, criteria and practices to be used in the remuneration of the members of the board of directors and executives with administrative responsibility, taking into account the long-term goals of the Company, and monitoring them,
- 3.2.5. Submitting proposals to the board of directors regarding the remuneration to be given to the members of the board of directors and executives with administrative responsibility, taking into account the degree of attainment of the criteria used in remuneration.

#### **4. STRUCTURE OF THE COMMITTEE**

- 4.1. The committee consists of at least 2 (two) members, with the chairman being an independent member of the board of directors.
- 4.2. If the committee consists of two members, both of them, and if there are more than two members, the majority of the members must be non-executive board members. Chief executive officer/general manager cannot take part in the committee.
- 4.3. Persons who can contribute to the operation of the Company and who have sufficient knowledge and experience about the Company may be elected to the Committee. When necessary, experts who are not members of the Board of Directors are also assigned duties in the Committee.
- 4.4. All kinds of resources and support required for the Committee to fulfill its duties are provided by the Board of Directors. The committee may invite any manager it deems necessary to its meetings and take their opinions. The Committee benefits from the opinions of independent experts on the issues it deems necessary regarding its activities. The cost of consultancy services required by the Committee is covered by the Company.
- 4.5. When the new board of directors is elected at the ordinary general assembly meeting, the relevant board of directors determines the members of the Committee in parallel with the term of office. The duties of the former Committee members continue until new ones are elected in their place.
- 4.6. The committee convenes with the participation of one more than half of the members and takes decisions with the majority of the attendees. In case of equality of votes, the decision is taken in line with the vote of the Chairman of the Committee. Decisions taken in the committee are put in writing and the committee suggestions are submitted to the board of directors by keeping a record.
- 4.7. The Committee's decisions are advisory to the Board of Directors, and the final decision maker on related matters is the Board of Directors.
- 4.8. The Committee prepares an annual evaluation report on the activities carried out in the previous year and presents it to the board of directors in January of each year, to serve as the basis for the annual activity report of the Company.
- 4.9. The committee meets as often as required by the task assigned to it. Committee meetings can be held at the Company headquarters or any other place where Committee members have easy access.

#### **5. EFFECTIVE DATE**

This regulation and related amendments regarding the duties and working principles of the Committee shall enter into force with the decision of the board of directors.