

TAT GIDA SANAYİ AŞ
WORKING PRINCIPLES OF THE CORPORATE GOVERNANCE COMMITTEE

1. ESTABLISHMENT

At the meeting of our Board of Directors held on April 26, 2012, in line with the provisions set forth in the Capital Markets Board (CMB) Corporate Governance Principles, the Corporate Governance Committee (“Committee”) was established to provide advice to the Board of Directors for the purpose of improving our Company’s corporate governance practices.

2.PURPOSE

The purpose of the Committee is to determine the extent to which corporate governance principles and sustainability regulations are implemented in our Company, to identify the reasons if they are not implemented, to detect any conflicts of interest arising from non-compliance with these principles, and to provide recommendations to the Board of Directors for improving corporate governance and sustainability practices. In addition, within the scope of the CMB regulations, the Committee shall also perform the duties envisaged for the Nomination Committee and the Remuneration Committee.

3. DUTIES AND RESPONSIBILITIES

The duties of the Committee are as follows:

- To determine whether corporate governance principles are implemented, if not, the grounds thereof, and to detect any conflicts of interest arising from non-compliance with these principles, and to provide advice to the Board of Directors for improving corporate governance practices.
- To monitor the activities of the Investor Relations Department.
- To review the “Corporate Governance Principles Compliance Report” to be disclosed to the public, and to evaluate the accuracy of the information in the Report and its consistency with the information submitted to the Committee.
- To ensure that corporate governance principles are adopted and implemented within the Company, to analyze matters for which compliance could not be achieved, and to provide recommendations to the Board of Directors for improving the degree of compliance.
- To monitor corporate governance practices worldwide and to recommend to the Board of Directors the adoption of the necessary elements within the Company.
- To review sustainability-related reports prepared for public disclosure and, if any, convey its recommendations to the relevant departments.
- To monitor regulations and practices in the field of sustainability and to provide recommendations to the Board of Directors for improvement.

In our Company, the duties envisaged in the CMB regulations for the nomination committee and the remuneration committee are also fulfilled by the Committee. The Committee’s duties within the scope of its nomination committee function are as follows:

- To work on the establishment of a transparent system for the identification, evaluation, and training of candidates suitable for membership of the Board of Directors and for managerial positions with administrative responsibility, and to determine policies and strategies on this matter.
- To evaluate proposals for candidates for independent membership, considering whether the candidate meets the independence criteria, and to submit its evaluation to the approval of the Board of Directors.
- In case of a vacancy in independent board memberships, to evaluate candidates for election as independent members to serve until the first general assembly meeting to be held, in order to restore the minimum number of independent members, and to submit the result in writing to the Board of Directors.
- To make regular evaluations regarding the structure and efficiency of the Board of Directors and to submit its recommendations to the Board of Directors on possible changes.
- To evaluate the systems established for the approach, principles, and practices regarding performance evaluation and career planning of the members of the Board of Directors and senior executives.

The Committee's duties within the scope of its remuneration committee function are as follows:

- To evaluate and supervise its recommendations on the remuneration principles of the members of the Board of Directors and senior executives, taking into account the Company's long-term targets.
- To submit its recommendations to the Board of Directors regarding the remuneration to be paid to the members of the Board of Directors and senior executives, considering the degree of achievement of the criteria.
- To ensure that, in the remuneration of independent board members, stock options or payment plans based on the performance of the Company are not applied.

The Committee shall submit its evaluations and recommendations in the above matters to the Board of Directors in writing.

4. THE COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA

- The Committee shall be composed of at least two members of the Board of Directors and the manager of the Investor Relations Department appointed in accordance with the CMB Communiqué on Corporate Governance. The chairman of the Committee shall be elected from among the independent members of the Board of Directors. The chief executive officer/general manager may not serve on the Committee.
- If the Committee consists of two members other than the manager of the Investor Relations Department, both shall be selected from among non-executive members of the Board of Directors; if it consists of more than two members other than the manager of the Investor Relations Department, the majority shall be selected from among non-executive members of

the Board of Directors. Where necessary, persons who are not members of the Board of Directors but are experts in their field may serve on the Committee.

- When a new Board of Directors is elected at the ordinary general assembly meeting, the members of the Committee shall be appointed by the Board of Directors in parallel with the term of office of the relevant Board of Directors. The duties of the previous Committee members shall continue until their replacements are appointed.
- All kinds of resources and support necessary for the Committee to perform its duties shall be provided by the Board of Directors. The Committee may invite any manager it deems necessary to its meetings and obtain their views.
- The Committee may benefit from independent expert opinions on matters it deems necessary in relation to its activities. The cost of consultancy services required by the Committee shall be borne by the Company.

5. SUB-COMMITTEES

In order to ensure the efficiency of its work, the Committee may, when necessary, form sub-committees composed of persons with sufficient knowledge and experience in the field of corporate governance, selected from among its own members and/or externally.

6. MEETINGS

- The Committee shall convene at a frequency required by its duties.
- The Committee's resolutions are in the nature of recommendations to the Board of Directors, and the final decision-making authority on the relevant matters rests with the Board of Directors.
- The Committee shall ensure that the Board of Directors is kept informed on matters within its field of authority and responsibility.
- The quorum for meetings and resolutions shall be the absolute majority of the total number of Committee members.

Committee meetings may be held physically or by electronic means (in an electronic environment or via teleconference). Physical meetings may be held at the Company's headquarters or another location easily accessible to Committee members. Reports of meetings held physically or by electronic means shall be signed by the members of the Corporate Governance Committee. Resolutions of the Committee may also be adopted by circulation, and resolutions signed by all members on the same or separate copies shall be valid.

7. REPORTING PROCEDURES

- The resolutions taken at the Committee meetings shall be recorded in writing and retained. Committee reports shall include at least the following:
 - o Date of the meeting

- o Information on the matters evaluated at the meeting
- o Resolutions adopted
- Resolutions that the Committee deems necessary shall be submitted to the Board of Directors.
- Signed Committee reports shall be retained by the Investor Relations Department.

8. ENFORCEMENT

The Working Principles of the Corporate Governance Committee were first determined by the Board of Directors' resolution dated April 26, 2012, and were updated by the Board of Directors' resolutions dated March 28, 2019, April 26, 2022, and September 5, 2025. Amendments to these Working Principles are under the authority of the Board of Directors.