

**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET ANONİM ŞİRKETİ (“THE COMPANY”)  
CORPORATE MANAGEMENT COMMITTEE  
WORKING PRINCIPLES**

**1. Purpose:**

The Company has established the Corporate Management Committee (“the Committee”) with its decision dated 01/03/2021 and numbered 2021/11, in accordance with the Capital Markets Law No. 6362 (“CMB”), Turkish Commercial Code No. 6102 (“TTK”), Corporate Governance Communiqué of the Capital Markets Board (“CMB”) (II-17.1), and the Corporate Governance Principles regulated in the current Corporate Governance Communiqué that can be amended and changed from time to time.

The main purpose of the Committee is to determine whether the corporate governance principles are followed across the Company, if not, the justifications of this failure, and the conflicts of interest to arise due to not fully complying with these principles, to make recommendations to the board of directors in order to improve corporate governance practices, and to observe studies and works of Investor Relations Department.

The Committee fulfill the nomination and remuneration committee duties specified in the Corporate Governance Principles to the extent permitted by the Corporate Management Principles, since any other nomination committee and remuneration committee have not been established due to the structure of the company's board of directors.

**2. Committee Structure**

The committee should consist of at least two members. If the Committee consists of two members, both of the members, and if it consists of more than two members, the majority of the members should be non-executive board members. The chairperson of the Committee is elected from among the independent members of the board of directors. Experts who do not serve as the Board of Directors Members may become members of the Committee.

The President of the Executive Board/ the General Manager may not take office in the Committee.

It is attached great care that a member of board of directors does not serve in more than one Committee.

The members of the Committee are determined by the board of directors and announced on the Public Disclosure Platform.

It is mandatory for the head of Investor Relations Department to be appointed as a Committee Member as well.

**3. Duties and Responsibilities of the Committee**

The duties and responsibilities of the Committee regarding the corporate management are as follows:

- To determine whether the corporate management principles are followed across the Company, and if not, the justifications of this failure, and the conflicts of interest to occur due to not fully complying with these principles,
- To make recommendations to the Board of Directors in order to improve the corporate management practices,
- To monitor the works of the Investor Relations Department

The duties and responsibilities of the Committee regarding the nominations are as follows:

- To establish a transparent system for the identification, evaluation and training of suitable candidates for the board of directors and managerial positions with administrative responsibility, and to carry out studies on determining policies and strategies in this regard,
- To perform the evaluation of candidate proposals for independent membership, including management and investors, considering whether the candidate meets the criteria for independence, and to present the evaluation in this regard to the approval of the board of directors together with a report,
- To perform regular evaluations regarding the structure and efficiency of the board of directors and to present such recommendations for changes to be made on the issues to the board of directors.

The duties and responsibilities of the Committee regarding the remuneration are as follows:

- To determine the principles, criteria and practices to be used in the remuneration to be made to the members of the board of directors and executives with administrative responsibility, considering the long-term goals of the Company and to monitor them,

- To present the proposals to the board of directors regarding the remuneration to be paid to the members of the board of directors and executives with administrative responsibility.

#### **4. Activities and Meetings of the Committee**

The Committee gathers as often as it deems necessary and puts all its work in writing and keeps a record. The Committee submits reports with content about its activities and meeting results to the board of directors.

The Committee may invite the person it deems necessary to its meetings and ask for their opinions.

The Committee benefits from the opinions of independent experts on the points it deems necessary regarding its activities. The cost of consultancy services needed by the Committee is covered by the Company. However, in this case, the information regarding the person/organization from which service is provided and information about whether this person/organization has any relationship with the Company is specified in the annual report.

#### **5. Amendment on the Working Principles of the Committee**

Amendment suggestions on the working principles are submitted to the board of directors by the Committee. The suggestions prepared are put on the agenda at the first meeting of the board of directors.

#### **6. Enforcement**

The working principles and amendments and updates on these principles are entered into force upon the decision of Board of Directors.