



**BRISA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş.
CORPORATE GOVERNANCE COMMITTEE INTERNAL REGULATION**

1. RESOLUTION OF FOUNDATION

This Committee, which has been constituted in accordance with the valid Corporate Governance Principles of the Capital Markets Board (CMB), has been founded upon April 30th, 2012 dated and 600 numbered resolution of Board of Directors in Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş.

2. PURPOSE

Corporate Governance Committee (“Committee”) has been constituted in order to fulfill duties and responsibilities of Board of Directors properly. Corporate Governance is a management process committed to ethical values, responsible for insiders and outsiders, being transparent and responsible in its resolutions and protecting interests of its stakeholders and targeting sustainable success in compliance with the Corporate Governance Principles of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. as determined by CMB.

The purpose of Corporate Governance Committee is to make suggestions for Board of Directors of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. in order to ensure the compliance of the Corporate Governance Principles of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. with the Corporate Governance Principles as determined by CMB and other internationally accepted Corporate Governance Principles, and to make advices in order for realization and implementation of such principles, to follow-up compliance of the Company with such principles and to make the improvement studies in these subjects.

3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- 3.1. It determines whether the Corporate Governance Principles are implemented in the Company or not, the reason if they are not implemented, and the conflicts of interest caused by noncompliance with such principles completely and it makes remedial advices for corporate governance implementations to the Board of Directors.
- 3.2. It supervises the activities of Investor Relations Unit.
- 3.3. It makes studies about formation of a transparent system for determination, evaluation and training of appropriate candidates for Board of Directors, and determination of policies and strategies about this matter.
- 3.4. It determines and supervises approach, principle and implementations of Members of Board of Directors and Executives on performance evaluation and career planning.
- 3.5. It determines suggestions of Members of Board of Directors and Executives, about remuneration principles in consideration of long term goals of the Company.
- 3.6. It determines the criteria which can be used in the remuneration in consideration of performance of the Company and the Member.
- 3.7. It submits its suggestions about fees to be provided to Members of Board of Directors and Executives in consideration of degree of reaching determined remuneration criteria to the Board of Directors.



- 3.8. Committee Decisions are advisory for the Board of Directors, and the ultimate decision-making authority for related subjects is the Board of Directors.
- 3.9. The Committee informs its assessments and recommendations about above subjects to Members of the Board of Directors.

The Committee evaluates candidate proposals for independent membership including those suggested by the management and shareholders in consideration of whether the candidate meets independence criteria or not, and it prepares a report about its evaluation regarding this and submits such report to the Board of Directors.

Candidate for Independent Board Membership submits a written declaration about his/her independence within the frame of criteria determined by regulation, articles of association and CMB Regulation, to the Corporate Governance Committee during the period when he/she is nominated as candidate.

4. STRUCTURE

Corporate Governance Committee is composed of four Members, including the Chairman, appointed by Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Board of Directors in accordance with CMB's "Corporate Governance Principles". Chief Executive Officer/General Manager shall not have a duty in the Committee.

4.1. The Chairman

The Chairman of Corporate Governance Committee is appointed from among the Independent Board Members by Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Board of Directors.

In the event that the Committee Chairman vacates for any reason, Chairman of Board of Directors appoints one person from among Committee Members as a temporary Chairman until a new Chairman is appointed in the first Board of Directors Meeting following the vacation.

4.2. Members

Committee Members (except the Chairman):

It is composed of three members appointed by Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Board of Directors; two Board Members nominated by Hacı Ömer Sabancı Holding A.Ş. and Bridgestone Corporation within the framework of relevant legislation and the Investor Relations Unit Manager, who holds "Capital Market Activities Level 3 License" and "Corporate Governance Rating License" in accordance with capital market legislation.

Other persons, who the Chairman shall deem appropriate, may also participate into the meetings.

4.3. Reporters

Assistant General Manager of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. who is responsible for Human Resources and Chief Financial Officer who is responsible for activities of Investor Relations Unit act as Reporter of the Committee about the subjects concerning their own duties.

5. REPORTING

- 5.1. Decisions of the Committee are kept in the decision book to be recorded for the Committee.
- 5.2. Meeting minutes are kept regularly by the meeting reporters. They are submitted to the Board of Directors of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. after they are approved by all Members of the Committee.
- 5.3. Chief Financial Officer is responsible for submission of decisions and meeting minutes to Members of the Board of Directors, and keeping the decision book.
- 5.4. Meeting and decision quorum is the absolute majority of total member number.

6. DETERMINATION OF THE AGENDA

Agenda of the meeting is determined by the Chairman of the Committee. Members and shareholders notify the issues which they demand to be on the agenda, to the Chairman of the Corporate Governance Committee through the related Reporters.

7. MEETING PLACE AND TIME

Meetings are organized at least four times per year in any place and date where and when the Chairman shall deem appropriate.

8. DUTIES OF THE CHAIRMAN

- 8.1. The Chairman presides the Committee and manages the meetings.
- 8.2. The Chairman determines the agenda of the meeting.
- 8.3. The Chairman provides information flow and coordination between Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Board of Directors and the Committee.
- 8.4. The Chairman may invite relevant specialists or competent persons concerning the subject to the meeting during discussion of definite subjects and may benefit from their opinions.
- 8.5. The Chairman may appoint one member as attorney in order to preside the Committee meeting when he/she will not participate into the meeting.
- 8.6. The Chairman takes necessary measures for fulfillment of duties and responsibilities of the Committee effectively.

9. DUTIES OF THE COMMITTEE MEMBERS

- 9.1. Participation into the Committee meetings is the fundamental duty of each member. The Member gives notice to the Chairman of Committee about meeting which he/she can not participate.
- 9.2. While they fulfill their duties and responsibilities, they follow national and international developments about Corporate Governance closely and keep up-to-date themselves in this field continuously and share this with other members.
- 9.3. They take office in the necessary subjects within the Committee.
- 9.4. They share their opinions related to the agenda to the Chairman of the Committee.

10. DUTIES OF THE REPORTERS

- 10.1. They assist for preparation of the agenda concerning their subjects to the Chairman of Committee.
- 10.2. They convey the agenda of the meeting and the related documents to Members of the Committee before the meeting.
- 10.3. They put decisions of the Committee and meeting minutes in writing immediately after each meeting and then, submit them to the Chairman of Committee.
- 10.4. They transmit opinions constituted and advice resolutions taken in the Committee to the Chairman and Members of the Committee and Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Board of Directors.
- 10.5. They ensure the performance of managerial organization concerning the meetings. They coordinate participation of the persons whom Chairman of Committee demands to participate into the meeting.
- 10.6. They fulfill other duties to be given concerning the Corporate Governance Principles by Chairman of Committee.

11. TERMS OF OFFICE

Term of office of Committee members is parallel to the term of office of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. Members of Board of Directors. Corporate Governance Committee is constituted again following the selection of Members of Board of Directors.

12. VALIDITY AND ENFORCEMENT

This Regulation has been put into practice by being revised with 25/03/2024 dated and 2024/10 numbered decision of the Board of Directors of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. The Chairman of the Committee is responsible for its enforcement. Board of Directors of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş. is authorized to make amendments which are deemed necessary on the regulation.