

LİMAK DOĞU ANADOLU ÇİMENTO SANAYİ VE TİCARET ANONİM ŞİRKETİ
("Company")
WORKING PRINCIPLES OF THE CORPORATE GOVERNANCE COMMITTEE

1. Incorporation

At the board of directors meeting of Limak Doğu Anadolu Çimento Sanayi ve Ticaret A.Ş. (the "**Company**") dated 21.05.2024 and numbered 2024/152, a corporate governance committee ("**CGC**") has been established within the scope of the provisions of the Capital Markets Board's ("**CMB**") Corporate Governance Communiqué (II-17.1) ("**Communiqué**") in order to make recommendations and suggestions to the board of directors for the purpose of improving the Company's corporate governance practices.

2. Purpose and Scope

The purpose of this regulation is to determine the duties, authorities, responsibilities, working procedures and principles of the CGC Committee established within the Company to monitor the Company's compliance with the corporate governance principles ("**CGP**") set forth in the Communiqué, to carry out improvement studies in this regard and to submit recommendations to the board of directors.

The authority, duty and responsibility for the fulfillment of the duties foreseen for the Nomination Committee and the Remuneration Committee have also been delegated to the CGC.

This regulation covers the work and activities to be carried out within the framework of the CGP by the CGC or the Company employees who are not members of the CGC to be assigned by this committee.

3. Duties and Responsibilities

A. CGC's duties are as follows, along with those listed in the relevant legislation:

- To determine whether the CGP is implemented or not, if not, to determine the reasons thereof and to identify any conflicts of interest arising from the failure to fully comply with these principles and to make recommendations to the board of directors to improve corporate governance practices,
- To supervise the practices of the investor relations unit,
- In the event that a separate Nomination Committee and Remuneration Committee cannot be established due to the structure of the Board of Directors, to fulfill the duties of these committees in accordance with the CGP.

B. In the event that the duties stipulated for the Nomination Committee and Remuneration Committee in the CMB regulations are also fulfilled by the CGC, the duties of the CGC within this scope are as follows:

- To establish a transparent system for identifying, evaluating and training candidates for board membership and managerial positions with administrative responsibilities, and to determine policies and strategies in this regard,
- To evaluate the candidate proposals for independent membership submitted to it, including the management and investors, by taking into account whether the candidate meets the independence criteria or not, and to submit its evaluation regarding this to the board of directors for approval,
- In case of vacancies in the independent board memberships, to make an evaluation for the election of independent members for the vacant memberships to serve until the first general assembly meeting to be held and to convey the result in writing to the board of directors in order to ensure that the minimum number of independent members are restored,
- To make regular evaluations on the structure and efficiency of the board of directors and to submit its recommendations to the board of directors regarding changes that may be made in these matters,

- To determine the principles, criteria and practices to be used in the remuneration of the members of the Board of Directors and executives with administrative responsibilities, taking into account the long-term goals of the Company, and to oversee them,
- To submit to the board of directors its proposals regarding the remuneration to be paid to the members of the board of directors and executives with administrative responsibility, taking into account the degree of achievement of the criteria used in remuneration,
- To fulfill other duties assigned/to be assigned to the relevant committees in accordance with the CMB regulations.

C. Duties and responsibilities of the secretariat of the CGC ("Secretariat") are as follows:

- To ensure communication between the members of the CGC, to make preparations for meetings, to keep the minutes of the meetings, to archive the correspondence regularly,
- To carry out the planning, realization and follow-up of the meetings in a way to ensure maximum efficiency before, during and after the CGC meetings,
- To ensure coordination in the timely delivery of all kinds of information to the CGC members,
- To keep the records available for inspection by the members at all times,
- To submit reports periodically on investor inquiries and their content.

4. Investor Relations

The CGC oversees the work of the shareholder relations unit. The investor relations unit ("**Investor Relations Unit**"), which was established to ensure that the legislation, articles of association and other internal regulations are complied with in the exercise of shareholders' rights and that measures are taken to ensure the exercise of these rights, operates under the direct supervision of the chairman of the CGC. The Investor Relations Unit operates on the exercise of shareholders' rights, reports to the board of directors and ensures communication between the board of directors and shareholders. The main duties of the Investor Relations Unit are as follows:

- To ensure that shareholder records are kept in a proper, secure and up-to-date manner,
- To respond to shareholders' written requests for information about the Company, except for confidential and trade secret information about the Company that has not been disclosed to the public,
- To ensure that the general assembly meeting is held in accordance with the legislation in force, the articles of association and other internal regulations of the Company,
- To prepare documents that can be utilized by the shareholders at the general assembly meeting,
- To ensure that the voting results are recorded and reports on the results are sent to the shareholders,
- To oversee and monitor all matters related to public disclosure, including legislation and the Company's disclosure policy.

5. CGC Structure and Membership Criteria

The term of office of the CGC is the same as that of the board of directors. The duties of the current CGC members shall continue until a new one is elected.

The CGC is composed of at least two members. If the CGC has two members, both members, and if the CGC has more than two members, the majority of the members shall be non-executive board members.

The Investor Relations Unit manager assigned within the scope of the Communiqué is appointed as a member of the CGC. CGC chairman is chosen among independent Board Members. When required, those who are experts on their fields and who are not Board members may be included in the CGC.

The chief executive officer and the general manager cannot serve on the committee.

Secretariat services are carried out by the manager of the Investor Relations Unit.

The CGC benefits from opinions of independent experts on matters it deems necessary with respect to its activities. The cost of consultancy services required by the CGC is covered by the Company. Information about the person/organization from whom services are received and whether this person/organization has any relationship with the Company is included in the annual report.

The CGC acts under its own authority and responsibility and makes recommendations to the board of directors; however, the duties and responsibilities of the CGC shall not relieve the board of directors of its responsibilities arising from the Turkish Commercial Code.

6. Sub-committees

Sub-committees consisting of persons with sufficient experience and knowledge on corporate governance to be selected from among its own members or externally may be formed as needed in order to ensure the effectiveness of the work of the CGC.

7. Meetings

The CGC meets in the frequency required by the duties assigned to it. The decisions of the CGC are advisory to the Board of Directors, and the Board of Directors is the final decision-maker on relevant issues. The CGC ensures that the Board of Directors is informed about the matters that fall within its authority and responsibility.

The meeting and decision quorum is the absolute majority of the total number of CGC members.

The meetings of the CGC may be held face-to-face or without an actual meeting, through electronic means or by conference call. Actual meetings may be held at the Company's headquarters or at another location that is easily accessible to the members of the CGC. Minutes of meetings held via electronic means without an actual meeting shall be signed by the members of the CGC. It is also possible for the decisions of the CGC to be taken by circulation, and decisions signed by all members on the same or different papers are valid.

All resources and support required for the CGC to fulfill its duties shall be provided by the Board of Directors. The CGC may invite the employee it deems necessary to its meetings and receive their opinions.

8. Reporting Procedures

The decisions of the CGC shall be kept in a decision book/file for the CGC. The Secretariat is responsible for the preparation and storage of the reports.

The minutes of the meeting shall include a minimum of the following points:

- place and time of meeting,
- agenda,
- information on topics discussed during the meeting,
- decisions taken.

The minutes of the meeting are archived after being submitted for the information of the members of the CGC. The decisions approved by the CGC are submitted to the Board of Directors.

9. Effective Date

These working principles, which regulate the duties and working principles of the CGC, were approved by the Board of Directors decision dated 21.05.2024 and numbered 2024/152 and became effective as of the date of approval. The Board of Directors is authorized to review and update these working principles.

10. Execution

The implementation of these working principles shall be monitored by the Board of Directors.

