

KİMTEKS POLİÜRETAN SANAYİ VE TİCARET ANONİM ŞİRKETİ ("COMPANY")-WORKING PRINCIPLES OF THE CORPORATE MANAGEMENT COMMITTEE

1. Purpose

The Company established the Corporate Management Committee ("Committee") with the Board of Directors Decision No 19, dated 12.10.2021 in accordance with Capital Markets Law No. 6362 ("CMB"), Turkish Commercial Code No. 6102 ("TCC"), Corporate Management Communiqué of the Capital Markets Board ("CMB") (II-17.1) and Corporate Management Principles regulated in the current Corporate Management Communiqué, which can be sometimes amended and changed.

The purpose of the corporate management committee is to determine whether the corporate management principles are applied in the company, if they are not applied, to determine the reasons and the conflicts of interest that occur due to lack of complying with these principles, and to make recommendations to the Board of Directors to improve corporate management practices and oversee the work of the investor relations department.

Under the Corporate Governance Principles, since a separate nomination committee and remuneration committee have not been established due to the structure of the Company's board of directors, the Committee also fulfills the duties of the nomination and remuneration committee specified in the Corporate Management Principles.

2. Structure of Committee

The committee shall consist of at least two members. In case that the committee consists of two members, both of them shall be non-executive board members. In case that there are more than two members, the majority of the members shall be non-executive board members. The chairman of the committee shall be elected from among the independent board members. The experts who are not members of the Board of Directors may become members of the Committee.

The chief executive officer/general manager may not take office in the Committee.

The company takes care not to have a member of the board of directors take part in more than one committee.

The members of the Committee shall be determined by the board of directors and announced on the Public Disclosure Platform. The manager of the investor relations department shall be appointed as a Committee member.

3. Duties and Responsibilities of the Committee

The duties and responsibilities of the committee on corporate management are as follows:

- Determining whether the corporate governance principles are applied in the company, if not, the reason for it and the conflicts of interest that occur due to not fully complying with these principles,
- Making recommendations to the board of directors to improve corporate governance practices,
- Overseeing the work of the investor relations department.

The duties and responsibilities of the committee on nomination are as follows:

- 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 determining the policies and strategies in this regard,
- Evaluating candidate proposals for independent membership, including management and investors, taking into account whether the candidate meets the criteria for independence, and submitting the evaluation report to the approval of the board of directors in this regard,

- Making regular evaluations about the structure and efficiency of the board of directors and presenting recommendations for changes that can be made on these issues to the board of directors.

The duties and responsibilities of the committee on remuneration are as follows:

- 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,
- Submitting proposals to the board of directors on 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. Activities and Meetings of Committee

The committee shall convene as often as it deems necessary and put all its activities in writing and keep a record. The committee shall submit reports containing information about its activities and meeting results to the board of directors.

The Committee may invite the required persons the meetings and take their opinions.

The Committee shall take the opinions of independent experts on the issues about the activities. The cost of consultancy services required by the Committee shall be covered by the Company. However, in this case, the annual report shall include information about the person/organization from which the service is received and whether this person/organization has any relationship with the Company.

5. Changes in Working Principles of Committee

The Committee shall submit the proposals for changes in these principles to the Board of Directors. The proposals shall be put on the agenda at the first meeting of the Board of Directors.

6. Validity

These principles and related changes and updates shall come into force with the decision of the Board of Directors.