



Committee Chairperson : Uğur BOĞDAY

Committee Member : Bora ORUÇ

Committee Member : Dilek KURBAN

**PEKER GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
DUTIES AND WORKING PRINCIPLES OF THE CORPORATE
GOVERNANCE COMMITTEE**

PURPOSE

The purpose of this regulation is to determine the duties and working principles of the "Corporate Governance Committee" ("Committee") established by the Board of Directors of PEKER GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. ("Company").

AUTHORITY

The Committee is formed and authorized by the Board of Directors. The decisions of the Committee are advisory to the Board of Directors and the Board of Directors is the final decision-making authority on related matters. All resources and support required for the Committee to fulfill its duties shall be provided by the Board of Directors.

STRUCTURE OF THE COMMITTEE

The Committee consists of at least two members. The chairman of the Committee is elected among the independent members of the Board of Directors. If the Committee consists of two members, both of them and if there are more than two members, the majority of the members must be non-executive board members.

DUTIES and RESPONSIBILITIES

Committee:

- ensures that Corporate Governance Principles are developed and implemented within the Company,
- makes recommendations to the board of directors to improve corporate governance practices,
- oversees the work of the shareholder relations department,
- makes proposals regarding the number and election of the members of the Board of Directors, the functioning structure and effectiveness of the Board of Directors and its committees by taking into account the Corporate Governance Principles, to create an agenda for the Board of Directors to foresee the risks that may affect the Company's operations in the areas in which the Company operates and to take measures to eliminate and/or reduce the possible negative effects of these risks,
- To determine the principles and criteria for the remuneration of the members of the



Board of Directors and senior executives by taking into account the long-term goals of the Company, to establish a human resources and remuneration policy that covers all employees of the Company within this framework and to monitor the implementation of these principles,



- Within the framework of the remuneration policy, to submit its proposals to the board of directors regarding the remuneration to be paid to the members of the board of directors and senior executives,
- Annual corporate governance assessment and Compliance with Corporate Governance Principles

It is in charge of submitting the Declaration to the Board of Directors for approval.

On the other hand, since the Company does not have a nomination committee and a remuneration committee, the Committee has also established a separate nomination committee and a remuneration committee;

- To work on establishing a transparent system for the identification, evaluation and training of suitable candidates for the Board of Directors and managerial positions with administrative responsibilities and to determine policies and strategies in this regard,
- 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,
- It is responsible for submitting to the board of directors its proposals regarding the remuneration to be paid to board members and executives with administrative responsibility, taking into account the degree of achievement of the criteria used in remuneration.

MEETING AND REPORTING

The Committee shall meet upon the invitation of the Chairman of the Committee as stipulated by the legislation and as often as its work requires. The Company's risk management systems are reviewed at least once a year at the Committee meetings. The Committee submits to the Board of Directors the necessary information about its activities and reports containing the results of its meetings. The Committee may invite the manager it deems necessary within the framework of its work to its meetings and receive his/her opinions, although he/she is not a member of the committee.

EFFECTIVENESS

This regulation on the duties and working principles of the Committee and amendments thereto shall enter into force upon the resolution of the Board of Directors.