

Türkiye Hayat Emeklilik Corporate Governance and Sustainability Committee Regulation

The Corporate Governance and Sustainability Committee was established to monitor the implementation of corporate governance principles, oversee the work of the Investor Relations department in terms of corporate governance and make recommendations to the Board of Directors to improve corporate governance practices. The Committee is responsible for sustainability management and activities, and also fulfills the duties of the Nomination Committee and Remuneration Committee within the scope of the Corporate Governance Communiqué.

The Committee fulfills its duties and responsibilities within the framework of the provisions of the Capital Markets Board's Corporate Governance Communiqué (II-17.1), which was published and entered into force on January 3, 2014. Information such as the purpose, structure, powers and responsibilities of the committee is included in the Company's Management Committee Regulation document.

At least two members are elected and appointed to the Corporate Governance and Sustainability Committee by the Board of Directors from among the Company's non-executive members of the Board of Directors. The Chairman of the Committee must be elected among the Independent Board Members. The Investor Relations department manager is appointed as a member of the Corporate Governance and Sustainability Committee. In case the department manager resigns from his/her position, a new person must be appointed within 30 days.

The Committee oversees investor relations by working in coordination with shareholders and the Investor Relations Department. It reviews the "Corporate Governance Principles Compliance Report" to be disclosed to the public and checks whether the information contained therein is accurate and consistent with the information available to the Committee. It ensures that Corporate Governance Principles are developed and adopted within the Company and makes suggestions for improvement. It investigates the independence of the members of the Board of Directors and reveals any conflicts of interest.

Within the scope of fulfilling the duties of the Nomination Committee, the Committee establishes a transparent system for identifying, evaluating and presenting suitable candidates to the Board of Directors, providing training and information needs, etc., and works to determine policies and strategies in this regard.

Within the scope of fulfilling the duties of the Remuneration Committee, the Committee determines the recommendations regarding the remuneration principles of the members of the Board of Directors and senior executives, taking into account the long-term goals of the Company.

The Committee manages the processes regarding public disclosures. It reviews the Company's annual report and web page to be disclosed to the public and examines whether the information contained therein is accurate and consistent. It develops suggestions to ensure that public disclosures are made in accordance with the Company's "Disclosure Policy" within the framework of Capital Markets Legislation.

Sustainability activities are carried out under the responsibility of the Corporate Governance and Sustainability Committee reporting to the Board of Directors. The Committee is responsible for monitoring and controlling sustainability activities and submitting the decisions taken to the Board of Directors for approval.

Sustainability Project Responsibilities of Investor Relations;

1. Establishing, developing and monitoring the Sustainability Master Plan
2. Forming project-based teams and leading their work

3. Ensuring the follow-up of the work of the teams, keeping meeting minutes and identifying the needs of the teams
4. Gap analysis by preparing benchmark studies of local and global companies on sectoral basis
5. Be responsible for the publication of the integrated annual report according to the requirements
6. Evaluation of the results of the Reporting Matters analysis
7. Preparing for international reporting and signatories, ensuring the continuity of signatory memberships
8. Ensuring communication with associations; conducting studies
9. Active sustainability communication
10. Providing data for investor presentation
11. Coordinating with Corporate Communications in following up news and developments

In principle, the Committee convenes at least 4 times a year and whenever necessary, except in mandatory cases. Decisions taken at the Committee meetings are documented in writing, signed by the Committee members and kept regularly.