

YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş.

CORPORATE GOVERNANCE and SUSTAINABILITY COMMITTEE REGULATION

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1. ESTABLISHMENT

This Committee, established in accordance with the Corporate Governance Principles of the Capital Markets Board (SPK), was founded by the decision of the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. dated 19/04/2012 and numbered 923.

By the Board of Directors' decision dated 22/09/2025 and numbered 1300, it was decided to expand the scope of the Corporate Governance Committee and change its name to the Corporate Governance and Sustainability Committee due to the increasing importance of sustainability issues and reporting.

2. AIM

The Corporate Governance Committee has been established to assist the Board of Directors in fulfilling its duties and responsibilities effectively.

Corporate governance is the management process of Yünsa Yünlü Sanayi ve Ticaret A.Ş. that is based on ethical values, accountable to internal and external stakeholders, risk-aware, transparent and responsible in its decisions, considers the interests of its stakeholders, and aims for sustainable success, in accordance with the Corporate Governance Principles determined by the Capital Markets Board (SPK).

The Committee makes recommendations and provides advice to the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. regarding the establishment of a sustainability strategy in the environmental, social, and corporate governance areas, the implementation, monitoring, measurement, auditing, review, improvement, and development of sustainability policies, objectives, and practices, given the increasing importance of sustainability issues and reporting and the need to establish Corporate Governance Principles in line with the Capital Markets Board (SPK) and other internationally accepted Corporate Governance Principles.

3. DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

3.1. It determines whether the Corporate Governance Principles are being implemented in the company, and if not, the reasons why, and identifies conflicts of interest arising from non-compliance with these principles, and makes recommendations to the Board of Directors to improve Corporate Governance Practices.

3.2. It oversees the work of the Investor Relations Department.

3.3. It also performs the duties of the Nomination Committee and the Remuneration Committee within the scope of the relevant Communiqué of the Capital Markets Board. The Committee's duties in this context are as follows:

3.4. Works to establish a transparent system for identifying, evaluating, and training suitable candidates for Board of Directors and Senior Management positions, and to determine policies and strategies in this regard.

3.5. Conducts regular evaluations of the structure and efficiency of the Board of Directors and submits recommendations to the Board regarding possible changes in these areas.

- 3.6. Determines and oversees the approach, principles, and practices regarding performance evaluation and career planning of Board Members and Senior Executives.
- 3.7. Determines proposals regarding the compensation principles of Board Members and Senior Executives, taking into account the company's long-term goals.
- 3.8. The Committee determines the criteria that can be used for compensation, taking into account the performance of the company and the member.
- 3.9. Based on the degree to which the criteria are met, the Committee submits its recommendations to the Board of Directors regarding the compensation to be given to Board Members and Senior Executives.
- 3.10. Committee decisions are advisory in nature to the Board of Directors, and the Board of Directors is the final decision-making body on these matters.
- 3.11. The Committee communicates its assessments and recommendations on the above matters to the Board of Directors in writing.
- 3.12. The Corporate Governance and Sustainability Committee evaluates independent member candidate nominations, including those proposed by management and shareholders, taking into account whether the candidate meets the independence criteria, and submits its assessment in a report to the Board of Directors for approval.
- 3.13. The Independent Board Member Candidate shall submit a written statement to the Corporate Governance Committee at the time of nomination, confirming their independence in accordance with the legislation, articles of association, and criteria determined by the Capital Markets Board (SPK) regulations.
- 3.14. Proactively manages risks in the areas of Environmental, Social, and Corporate Governance (ESG) and guides the sustainability strategy.
- 3.15. Identifies priority areas for sustainability focus, develops the sustainability strategy, short, medium, and long-term goals, roadmaps, and policies. Monitors national and international developments in sustainability and sustainability issues among stakeholders.
- 3.16. Monitors the sustainability roadmap and progress in its implementation to achieve sustainability goals, defines performance indicators (KPIs) within the scope of the goals, and audits performance.
- 3.17. Regularly reviews, improves, develops, implements, monitors, and audits its sustainability goals, policies, practices, working principles, and management systems, and submits the results to the Board of Directors for approval.
- 3.18. Supports the transition to a low-carbon economy within the scope of combating climate change and ensures the implementation of projects aimed at reducing carbon emissions in business processes.
- 3.19. Ensures that all employees are informed about the sustainability strategy and objectives and works towards their internalization.
- 3.20. Decides on national and international memberships and collaborations that will support the success of the sustainability strategy and objectives.
- 3.21. Establishes, authorizes, and coordinates Sub-Working Groups under the Committee to support its activities for the effective management of sustainability issues.

4. STRUCTURE

The Corporate Governance and Sustainability Committee consists of a maximum of 4 Board Members, including the Chairman, appointed by the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. in accordance with the Capital Markets Board's "Corporate Governance Principles," two Rapporteurs, and individuals involved in sustainability matters.

4.1. Chairman

The Chairman of the Corporate Governance and Sustainability Committee is appointed by the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. from among independent members.

4.2. Members

The Committee consists of three Board Members selected by the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş., the Senior Manager of the Investor Relations Department, and other members involved in sustainability matters.

Other individuals deemed appropriate by the Chairman may also attend meetings.

4.3. Rapporteur

The Human Resources Manager and the Finance and Investor Relations Manager, who hold an Advanced Capital Market Activities License, act as Rapporteurs for the Corporate Governance and Sustainability Committee on matters related to their respective duties.

5. REPORTING

5.1. The Committee's decisions are kept in a decision book maintained for the Committee.

5.2. Meeting minutes are regularly kept by the meeting rapporteurs. After approval by all Committee Members, they are submitted to the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş.

5.3. The Board of Directors Secretariat is responsible for communicating the decisions and meeting minutes to the Board of Directors and for safekeeping the decision book.

5.4. The quorum for meetings and decisions is a simple majority of the total number of members.

6. AGENDA DETERMINATION

The meeting agenda is determined by the Committee Chair.

Members and shareholders inform the Chair of the Corporate Governance and Sustainability Committee of any topics they wish to be included on the agenda.

7. MEETING PLACE AND TIME

Meetings are held at least four times a year at a location deemed appropriate by the Chair. At the beginning of each year, the annual meeting schedule of the Corporate Governance and Sustainability Committee is determined by the Committee Chair and announced to all members.

8. DUTIES OF THE CHAIRMAN

8.1. Chairs the Corporate Governance and Sustainability Committee and presides over its meetings.

8.2. Determines the meeting agenda.

8.3. Ensures the flow of information and coordination between the Board of Directors of Yünsa Wool Industry and Trade Inc. and the Corporate Governance and Sustainability Committee.

8.4. During the discussion of specific topics, the Committee may invite experts on the relevant subject to the meeting when necessary.

8.5. Takes the necessary measures to ensure that the Committee effectively fulfills its duties and responsibilities.

8.6. The Committee may utilize independent expert opinions on matters it deems necessary in relation to its activities and may appoint a consultant for this purpose. The cost of the consultancy services required by the Committee is covered by the company.

9. DUTIES OF COMMITTEE MEMBERS

9.1. Attending Corporate Governance and Sustainability Committee meetings is a primary duty of each member. Members shall inform the Committee Chair of any meetings they are unable to attend.

9.2. In fulfilling their duties, members shall closely follow national and international developments in Corporate Governance and Sustainability, continuously update themselves in this field, and share this information with other members.

9.3. Members shall take on tasks within the Committee that require work.

9.4. Members shall communicate their views on the agenda to the Committee Chair.

10. DUTIES OF THE RAPPORTEURS

10.1. They assist the Committee Chairman in preparing the agenda related to their subject matter.

10.2. They deliver the meeting agenda and related documents to the Committee Members before the meeting.

10.3. They immediately submit the Committee decisions and meeting minutes in writing to the Committee Chairman after each meeting.

10.4. They send the opinions and recommendations formed in the Committee to the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. together with the Committee Chairman and Members.

10.5. They ensure the administrative organization of the meetings. They coordinate the participation of the individuals the Committee Chairman wishes to attend the meeting.

10.6. They also perform other duties assigned by the Committee Chairman regarding Corporate Governance Principles.

11. TENURE

The tenure of the Committee members is parallel to the term of office of the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş.

The Corporate Governance and Sustainability Committee is reconstituted following the election of the Board of Directors.

12. EFFECTIVENESS AND IMPLEMENTATION

This bylaw has been revised and put into effect by the decision of the Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. dated 14.11.2025 and numbered 1303. The Committee Chairman is responsible for its implementation. The Board of Directors of Yünsa Yünlü Sanayi ve Ticaret A.Ş. is authorized to make any necessary changes to the bylaw.