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1. PURPOSE AND SCOPE

This document has been drafted with the purpose of defining the specific duties and responsibilities of the Sustainability Committee ("Committee"), as deemed suitable for establishment based on the resolution adopted during the meeting number 2216 of the Board of Directors of Teknosa İç ve Dış Tic. A.Ş. ("Company") held on 09.11.2023.

The Sustainability Committee has been established with the purpose of defining the company's sustainability strategy across the environmental, social, and governance (ESG) domains. Its key functions include formulating policies, setting objectives, and devising execution plans within the realm of sustainability. Additionally, the committee is responsible for monitoring, auditing, and reviewing activities to ensure adherence to sustainability goals. Moreover, it provides support to the Board of Directors by furnishing necessary reports, conducting research, and offering assistance as required.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

- Ensuring the integration of the sustainability concept into all business processes of the organization and the engagement of all employees in sustainability activities.
- Encouraging the development of sustainable products, services, and business opportunities, and promoting the creation of economic, environmental, and social value, particularly within the retail sector, to enhance awareness of sustainability throughout the business world.
- Ensuring the design of the corporate sustainability strategy, monitoring the process and implementation, following up on audits, and reporting to the Board of Directors when necessary.
- Establishing the company's sustainability performance indicators and goals and providing support in terms of necessary resources to achieve these goals.
- Ensuring the identification, monitoring, documentation, and reporting of the company's areas of impact, challenges, risks, and opportunities related to ESG.
- Facilitating the implementation of projects aimed at reducing carbon emissions and supporting the transition to a low-carbon and circular economy as part of efforts to address the climate crisis.
- Contributing to the development of ESG standards within the company.
- Assisting the Board of Directors in making decisions regarding governance and oversight responsibilities related to sustainability.
- Managing, monitoring, auditing, regularly reviewing, and submitting policies, objectives, practices, working principles, and management systems related to sustainability to the Board of Directors for approval, while also ensuring compliance with legal regulations.

3. AUTHORITY

The powers of the Committee are as follows:

- The committee makes decisions when necessary and communicates these decisions to the Board of Directors.

Prepared By:	Approved By:	Approval of Enforcement
Ersin Aydın	Sitare Sezgin	Max Speur



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- The committee may invite relevant managers and/or employees to meetings if deemed necessary.
- At its discretion, the committee may collaborate with external consultants in the field of ESG and sustainability or seek their support to fulfill the aforementioned duties and responsibilities.

4. COMMITTEE FORMATION AND STRUCTURE

The members of the Committee have been approved by the Board of Directors and are listed in the table below.


Title	Task
General Manager	Committee Chair
Assistant General Manager - Human Resources and Sustainability	Committee Vice Chair
Assistant General Manager - Finance	Member
Assistant General Manager - Strategic Growth Areas	Member
Assistant General Manager - Digital Trade and Marketing	Member
Assistant General Manager - Category Management and Supply Chain	Member
Assistant General Manager - Retail Sales	Member
Assistant General Manager - Technology	Member
Assistant General Manager - İklimsa Business Unit	Member
Sustainability and Occupational Safety Manager	Committee Secretary
Sustainability Manager/Expert	Committee Secretary

If deemed necessary, business units such as Corporate Communications; Strategy, Innovation and Entrepreneurship; Construction and Design; Legal; Finance and Investor Relations; etc., may participate in the committee through invitation.

4.1. Duties of Committee Members

4.1.1. Committee Chair and Vice Chair

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The Chair of the Committee is the General Manager, while the Vice Chair is the Assistant General Manager of Human Resources and Sustainability. The duties and responsibilities of the Chair are as follows:

- Chairing committee meetings.
- Managing the flow of information between the Board of Directors and corporate committees.
- Providing necessary guidance for the implementation of decisions made during the meetings.
- Requesting the attendance and/or support of employees, consultants, or other experts in meetings when deemed necessary.
- Reporting meeting decisions to the Board of Directors.

4.1.2. Committee Members

The responsibilities of committee members are as follows:

- Attend committee meetings, contribute, and fulfill assigned tasks.
- Communicate committee decisions to relevant departments and ensure necessary actions are taken.
- Provide insights on sustainability agenda, trends, topics, and developments.
- Make efforts to build awareness of sustainability throughout the organization.

4.1.3. Committee Secretaries

The duties and responsibilities of secretaries are as follows:

- Gather recommendations from members to set the meeting agenda.
- Organize the meetings.
- Communicate meeting decisions to members in writing.
- Regularly update committee members on the implementation status of meeting decisions.
- Assist the Committee Chair in reporting and implementing meeting decisions.

5. MEETING AND REPORTING PROCEDURES

The committee convenes at least twice a year. Meetings require a quorum of two-thirds of the committee members. Committee decisions are made by simple majority. In the event of a tie, the vote of the Committee Chair counts as two votes.

Meeting outputs are recorded by secretaries using the provided meeting minutes template, shared, and stored digitally.

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