



ADEL KALEMCİLİLİK TİCARET VE SANAYİ INC.
BOARD OF DIRECTORS SUSTAINABILITY COMMITTEE
DUTIES AND WORKING PRINCIPLES

This Duties and Working Principles are approved by the Board Resolution dated April 26, 2024 and numbered (16).

Prepared by
Sustainability Committee

Approved by
Board of Directors



ADEL KALEMCİLİLİK TİCARET VE SANAYİ INC.
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1. GENERAL PROVISIONS

1.1. Scope: This Adel Kalemcilik Ticaret ve Sanayi Inc. ("ADEL") Board of Directors Sustainability Committee Duties and Working Principles ("Working Principles") regulates the implementation, procedures and principles of the duties and responsibilities of the Adel Kalemcilik Ticaret ve Sanayi Inc. Board of Directors Sustainability Committee ("Sustainability Committee").

1.2. Purpose: The purpose of the Sustainability Committee is to identify the areas necessary for ADEL to become an exemplary company in the field of sustainability and one of the most trusted companies by its stakeholders, and to provide the necessary guidance to the ADEL Board of Directors in environmental, social and corporate governance areas.

2. STRUCTURE, COMPOSITION, AND WORKING PRINCIPLES OF THE SUSTAINABILITY COMMITTEE

2.1. The Sustainability Committee is formed and authorized with the approval of ADEL Board of Directors. The Sustainability Committee consists of at least 3 (three) ADEL Board members and the Sector President. Sustainability Committee members elect a chairman from among themselves. The members of the Sustainability Committee from the ADEL Board of Directors are determined at the first board meeting following the ADEL Annual Ordinary General Assembly meeting and serve until the next ADEL Annual Ordinary General Assembly meeting. ADEL Board of Directors may dismiss some or all of the members of the Sustainability Committee even if the specified period has not expired. The ADEL Board of Directors shall make appointments to the Sustainability Committee memberships that become vacant due to termination of duty or resignation or death, in order to complete the remaining term.

2.2. Anadolu Group Corporate Affairs, Communications and Sustainability President attends the Sustainability Committee meetings. Adel Sustainability Leader performs the secretariat of the Sustainability Committee.

2.3. The Sustainability Committee may invite ADEL's executives, relevant employees and other members of the Board of Directors to the meeting, benefit from expert opinions, and appoint permanent/permanent consultants to the Sustainability Committee for this purpose. The cost of the consultancy services required by the Sustainability Committee shall be covered by ADEL.



2.4. The Sustainability Committee convenes at least twice a year. If requested by the Chairman of the Sustainability Committee or the majority of the other members, it may hold more meetings. The timing of the Sustainability Committee meetings shall be aligned with the timing of ADEL Board of Directors meetings as much as possible. The Chairman of the Sustainability Committee shall inform the members of the ADEL Board of Directors about the annual meeting schedule.

2.5. The members of the Sustainability Committee may also hold meetings electronically via telephone and/or other means of communication.

2.6. The Sustainability Committee convenes with the participation of the majority of the total number of members and takes its decisions with the majority of the votes of those attending the meeting. In case of equality of votes, the decision shall be taken in the direction in which the Chairman of the Sustainability Committee has voted and the relevant issues shall be submitted to the approval of the ADEL Board of Directors.

2.7. In cases deemed necessary, the Sustainability Committee may meet and convene separately with ADEL senior management and ADEL employees at all levels within the framework of confidentiality principles.

3. DUTIES AND RESPONSIBILITIES OF THE SUSTAINABILITY COMMITTEE

3.1. Evaluates ADEL's annual sustainability performance and achievement of its goals and communicates its views to the ADEL Board of Directors when necessary.

3.2. Ensures the alignment of ADEL's long-term sustainability efforts with financial interests, and provides guidance for ADEL to create value in economic, social, environmental, and corporate governance areas.

3.3. In line with compliance with environmental legal regulations, it adopts a proactive approach to related issues, especially carbon emissions and climate change, and works to ensure the highest possible efficiency.

4. ENFORCEMENT

This Working Principles shall come into force by the approval of ADEL Board of Directors on the date of its approval and shall be reviewed annually. Any changes to the Working Principles shall be made by decision of ADEL Board of Directors.

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