



AKSA AKRİLİK KİMYA SANAYİİ A.Ş.
CORPORATE MANAGEMENT COMMITTEE
PRINCIPLES OF ASSIGNMENT AND OPERATION

1. OBJECTIVE AND SCOPE

The objective of this regulation is to define the principles of assignment and operation of the Corporate Management Committee (“Committee”) to be established by the Board of Directors of AKSA AKRİLİK KİMYA SANAYİİ A.Ş. (“Company”).

2. BASIS

This regulation was issued under the capital Market Legislation and the terms and principles contained in the Corporate Management Principles declared by the Capital Market Board

3. AUTHORIZATION

The Committee shall be established and authorized by the Board of Directors. The duties of the Nomination and Remuneration Committee shall be performed by the Corporate Management Committee under the following principles.

Committee resolutions are considered as an advice to the Board of Directors and the Board of Directors will have final discretion on related matters.

All resources and support required for the Committee to operate and perform its duties will be provided by the Board of Directors.

4. CONFIGURATION OF THE COMMITTEE

The Committee will consist of at least two members.

The chairman of the Committee will be appointed from amongst independent Directors.

If the Committee consists of two members, both members of if the Committee consists of more than two members the majority of the members will be elected from amongst Directors not having executive duties.

Executive Chairman / General Manager will not be given any assignment in the Committees.

The Chairman and the members of the Committee will be designated and publicized by the Board of Directors.

5. MEETING AND REPORTING

Committees will convene whenever required for the efficiency of their operations, provided that it not be not less than once every year. The quorum of meeting and resolution will be the pure majority of the total number of Committee members.

Resolutions passed in Committee meetings will be written down and signed by Committee members and retained properly.

Meetings will be held at the head office of the Company or at any other place easily accessible by Committee members. If members cannot convene, meetings may be held using other technological means.

The Committee will submit to the Board of Directors reports containing the results of meetings and activities.

6. DUTIES AND RESPONSIBILITIES

6.1. CORPORATE MANAGEMENT

Ensures creation and adaptation of the Corporate Management Principles within the Company.

Detects whether the Corporate Management Principles are implemented and if not implemented the justification therefor and reveals conflicts of benefit that occur due to non-compliance with these principles and advises the Board of Directors with respect to improvement of applications.

The Committee supervises the operations of Relations with Stakeholders Unit. Advises the Board of Directors in maintenance of an efficient communication among Stakeholders, elimination and settlement of disputes.

The Committee submits to the Audit Committee procedures which are alleged by stakeholders to be contradictory with the legislation or ethically improper and provides necessary coordination.

The Committee performs other activities requested by the Board of Directors and which may be considered within the scope of Corporate Management.

6.2. NOMINATION

The Committee performs on determining, evaluation and training of appropriate candidates for the Board of Directors and on devising policies and strategies with that respect.

The Committee makes regular evaluations as to the configuration and productivity of the Board of Directors and presents its recommendations with that respect to the Board of Directors.

The Committee establishes and supervises approaches, principles and practices on performance rating and career planning of Directors and senior managers.

The Board of Directors will evaluate the nominees for independent membership, including the Committee, management and stakeholders in appointment of independent Directors by considering whether the nominee satisfies the criteria of independence and presents to the Board of Directors for approval, the evaluations of the Committee with that respect in a report.

In the event of any vacancy in the offices of independent directors, due to any cause whatsoever, the Committee shall evaluate nominees for filling the vacant offices to take office until the next general meeting in order to reinstate the number of Directors and submit a report to the Board of Directors containing the result of the evaluation.

6.3. REMUNERATION

The Committee defines its recommendations on the principles of remuneration of Directors and senior managers considering long-term targets of the Company.

The Committee defines the criteria that will be used in remuneration in association with the performance of the company and the Director.

The Committee submits its recommendations to the Board of Directors with respect to remuneration of Directors and senior managers, considering the extent of satisfaction of the criteria.

While performing its duties, the Committee,

- May invite to its meetings any manager it considers appropriate to obtain the opinion of the manager;
- Uses independent expert review if considers necessary for its activities;
The fee for expert services required by the Committee will be covered by the Company.

- The Committee may create subordinate task groups for ensuring the efficiency of its operations, consisting of experienced and knowledged individuals to be appointed from amongst its members and/or from outside.

7. EFFECT

This regulation related to principles of assignment and operation of the Committee and any amendment thereto shall take effect upon a resolution of the Board of Directors.