



ÜLKER BİSKÜVİ SAN. A.Ş.

CHARTER OF THE SUSTAINABILITY COMMITTEE

1. INCORPORATION

The Sustainability Committee has been established to report to the Board of Directors regarding the execution of Environmental, Social, and Corporate Governance (ESG) activities, the formation of necessary policies, objectives, and implementation plans, the execution, monitoring, and auditing of said policies, and the realization of the required activities in accordance with the Sustainability Principles Compliance Framework published by the Capital Markets Board.

2. DEFINITIONS

The following terms shall have the following meanings in the Charter of Ülker Bisküvi San. A.Ş. Sustainability Committee.

CMB: Capital Markets Board

Company: Ülker Bisküvi San. A.Ş.

Committee: Sustainability Committee of Ülker Bisküvi San. A.Ş.

Board of Directors: The Board of Directors of Ülker Bisküvi San. A.Ş.

Executive Decision: The decision taken by the Committee in accordance with the meeting and decision quorums, excluding the matters falling under the jurisdiction of the Board of Directors, according to the Company's internal directive and articles of association.

Recommendation: The decision taken by the Committee on matters falling under the jurisdiction of the Board of Directors according to the Company's internal directive and articles of association.

3. PURPOSE

The purpose of the Committee is to support and assist the Board of Directors in fulfilling its governance and oversight responsibilities related to sustainability. The Committee serves as a guiding body to the Board on Environmental, Social, Corporate Governance, and Human Capital matters ("ESG Topics").

The Committee monitors global developments and general changes regarding sustainability and ESG topics that are directly relevant to the company. It informs and guides the Board on these matters and provides recommendations to support the company's progress on ESG topics.

4. THE COMMITTEE STRUCTURE

- The Committee is established and authorized by the approval of the Board of Directors.

- The Committee comprises non-executive members, including at least one Independent Board Member, as determined by the Board of Directors.
- The Committee is chaired by an Independent Board Member.
- The Committee consist of;
 - Independent Board Member (Chair)
 - Independent Board Member
 - Independent Board Member
 - General Manager/CEO
 - Vice President of Sustainability.
- In meetings where the Chairman cannot attend, the Committee shall be headed by the CEO.
- In the Chair's absence, the CEO chairs the meeting.
- Committee members are appointed without a fixed term. The Board of Directors may change the members and number of the Committee at any time.
- The Board provides all necessary resources and support required for the Committee to fulfill its duties.
- The Committee acts within its authority and responsibilities and makes recommendations to the Board. However, the ultimate responsibility for decisions lies with the Board.
- The Committee may invite internal or external experts and company managers to meetings to provide information or opinions when necessary.
- The Committee may establish sub-committees or thematic working groups for specific tasks and projects.
- The Committee establishes and authorizes the “Sustainability Platform,” which is responsible for implementing decisions made by the Committee.
- The Platform is accountable for the main coordination of activities carried out within the scope of the company’s sustainability strategy and plays a crucial role in integrating sustainability into the company culture.
- The Platform is composed of managers responsible for R&D, Production, Human Resources, Logistics, Procurement, Operational Excellence, Corporate Communications, Marketing, Investor Relations, Risk Management, Quality and Food Safety, and HSE (Health, Safety, Energy, Environment).
- The Platform works in an integrated manner to define sustainability policies, strategies, and targets, engage with stakeholders, and receive feedback on sustainability.

5. COMMITTEE MEETINGS AND REPORTING

- The Committee convenes at least twice (2) a year and more frequently if necessary.
- Meetings are held at the company headquarters or another convenient location for Committee members.
- The Committee Chair may change the meeting date, time, or location by informing members in advance.
- The Chair invites members to meetings via the Committee Secretary.
- During meetings, the following are documented:
 - Discussion topics and evaluations,
 - Opinions and suggestions,
 - Decisions and action plans.
- These records are signed by Committee members and archived systematically.
- The Committee Secretary is responsible for preparing and keeping meeting minutes.
- Quorum for meetings and decisions is a simple majority of the total number of Committee members.

- Committee decisions are categorized as either Final Decisions or Advisory Decisions. Advisory Decisions are reported to the Board of Directors through the Committee Chair and submitted for Board approval. Final Decisions are implemented directly.

6. DUTIES AND AUTHORITIES OF THE COMMITTEE

Unless otherwise decided by the Board of Directors, the Committee shall:

- Guide the determination of the company's sustainability priorities, strategy, short, medium, and longterm goals, roadmaps, and policies and submit them for Board approval.
- Ensure full compliance with global and local sustainability regulations, monitor activities in line with the Sustainability Principles Compliance Framework announced by the CMB, oversee the timely preparation of sustainability reports required by market regulations, and submit them to the Board for public disclosure.
- Oversee and direct regular review and improvement of sustainability goals, policies, practices, operating principles, and management systems; ensure submission to the Board at least once a year and within the legally allowed timeframe for annual reports.
- Guide the integration of sustainability into the company structure and promote the development of internal projects.
- Recommend national and international memberships and collaborations that support the success of the sustainability strategy and goals.
- Monitor existing sustainability processes, practices, and projects; ensure audits are conducted; set performance measurement targets; and report relevant data and information to the Board.
- Monitor national and international sustainability developments and provide recommendations for enhancing current strategies, policies, and practices.
- Guide stakeholder communication and engagement activities related to the company's sustainability strategy, policies, and practices.
- Decide to establish and coordinate working groups under the Committee to support effective management of sustainability topics.
- Encourage initiatives that ensure all employees are informed and internalize the company's sustainability strategy and goals.
- Review and evaluate annual sustainability investment requirements and budget plans.

7. MISCELLANEOUS

The Committee reviews this document regularly and, when it deems any changes necessary, informs the Board of Directors about the matter and makes recommendations.

The Board of Directors reserves the right to amend, cancel, or revoke any duties, responsibilities, or content specified in this document, as deemed necessary under specific circumstances and conditions.

8. ENFORCEMENT

This Procedure was approved by the Board of Directors with decision no. 2025/xx dated 11/03/2025 and became effective on the same date.