MEGA METAL SANAYİ VE TİCARET A.Ş.

CORPORATE GOVERNANCE COMMITTEE WORKING PRINCIPLES

1. PURPOSE AND SCOPE

The purpose of these Working Principles is to determine the duties and working principles of the Corporate Governance Committee (the “Committee”) established by the Board of Directors.

The Corporate Governance Committee is responsible for monitoring the Company’s compliance with the Corporate Governance Principles in accordance with capital markets legislation and the Corporate Governance Principles of the Capital Markets Board of Türkiye (“CMB”), carrying out improvement activities in this regard and submitting recommendations to the Board of Directors.

The Corporate Governance Committee also performs the duties assigned to the Nomination Committee and the Remuneration Committee under the Corporate Governance Communiqué.

Within the scope of the “Sustainability Principles Compliance Framework” announced by the CMB, which was incorporated into the Corporate Governance Communiqué and is based on voluntary compliance, the Corporate Governance Committee has also been assigned, to the extent appropriate to the Company’s activities, responsibility for the formulation of sustainability policies, implementation of such policies and determination of performance measurements, as well as the conduct and monitoring of the Company’s Environmental, Social and Governance (“ESG”) activities.

2. COMMITTEE STRUCTURE

- The Committee shall consist of at least two members of the Board of Directors and the manager of the Investor Relations Department appointed in accordance with the Corporate Governance Communiqué. The Chair of the Committee shall be selected from among the independent members of the Board of Directors. The Chief Executive Officer/General Manager may not serve on the Committee.
- If the Committee consists of two members other than the manager of the Investor Relations Department, both members shall be selected from among non-executive members of the Board of Directors. If the Committee has more than two members other than the manager of the Investor Relations Department, the majority of such members shall be selected from among non-executive members of the Board of Directors. Where necessary, persons who are not members of the Board of Directors but possess expertise in the relevant field may also serve on the Committee.

- Following the election of a new Board of Directors at the Ordinary General Assembly Meeting, the Board of Directors shall appoint the Committee members for a term corresponding to the term of office of the relevant Board of Directors. Existing Committee members shall continue to serve until their successors are appointed.
- The Board of Directors may change the Committee members. In the event of termination of office, resignation or death of a member, the Board of Directors shall appoint a new member to complete the remaining term of office and may decrease or increase the number of Committee members.

3. COMMITTEE WORKING PRINCIPLES

- The Committee shall meet as frequently as required by its duties. Committee meetings may be held either through the physical attendance of members or by means of technological communication facilities.
- Resolutions adopted at Committee meetings shall be documented in writing. Resolutions signed by the Committee members shall be kept in an orderly manner. The Committee shall submit to the Board of Directors its findings and recommendations concerning matters falling within its duties and responsibilities.
- Resolutions of the Committee are advisory in nature, and the Board of Directors shall remain the ultimate decision-making authority on the relevant matters. The Committee shall ensure that the Board of Directors is kept informed of matters falling within its authority and responsibilities.
- The meeting and decision quorum shall be the simple majority of the total number of Committee members.
- Committee meetings may be held either physically or by electronic means without the members being physically present together, including through electronic platforms or conference calls. Physical meetings may be held at the Company's headquarters or at another location that is readily accessible to the Committee members. Minutes of meetings held by electronic means without the members being physically present together shall be signed by the Committee members. Committee resolutions may also be adopted by circulation, and resolutions signed by all members, whether on the same or separate documents, shall be valid.
- The Board of Directors shall provide all resources and support necessary for the Committee to perform its duties. The Committee may invite any executive or manager it deems necessary to attend its meetings and may seek their views.

- The Committee may obtain independent expert opinions on matters it deems necessary in connection with its activities. The cost of any advisory services required by the Committee shall be borne by the Company.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

- To determine whether the Corporate Governance Principles are implemented within the Company and, if they are not implemented, to identify the reasons therefor and any conflicts of interest arising from failure to fully comply with such principles, and to submit recommendations to the Board of Directors for improving corporate governance practices.
- To ensure the development, adoption and implementation of the Corporate Governance Principles within the Company and, in areas where implementation is not possible, to carry out studies and submit recommendations to the Board of Directors aimed at improving the level of compliance.
- To oversee the activities of the Investor Relations Department.
- To ensure the necessary communication between shareholders and the Board of Directors.
- To review the Corporate Governance Compliance Report to be disclosed to the public in terms of compliance and consistency with capital markets legislation.
- To monitor developments in corporate governance practices and submit recommendations to the Board of Directors regarding the implementation within the Company of those developments deemed necessary.
- To carry out regular evaluations regarding the structure and efficiency of the Board of Directors and submit recommendations to the Board of Directors regarding possible changes in these matters.

Within the scope of the duties assigned to the Nomination Committee and the Remuneration Committee:

- To review the appropriateness of the Company's currently applicable remuneration policies, and to determine and oversee the principles, criteria and practices to be used in the remuneration of members of the Board of Directors and senior executives, taking into account the Company's long-term objectives.
- To submit recommendations to the Board of Directors regarding the remuneration to be provided to members of the Board of Directors and senior management, taking into account the degree of achievement of the criteria used in remuneration.

- To carry out studies regarding the establishment of a transparent system for identifying, evaluating, training and rewarding suitable candidates for the Board of Directors and senior management, and to determine policies and strategies in this regard.
- To carry out regular evaluations regarding the structure and efficiency of the Board of Directors and submit recommendations to the Board of Directors regarding possible changes in these matters.
- To evaluate candidates proposed for independent Board membership by taking into consideration whether the candidate meets the independence criteria and to submit its written assessment to the Board of Directors for approval.
- In the event of a vacancy in an independent Board membership, to carry out an assessment for the election of an independent member to fill the vacant position until the first General Assembly Meeting, in order to restore the minimum required number of independent members, and to submit the result of such assessment to the Board of Directors in writing.
- To review and assess the adequacy of these Working Principles and submit any proposed amendments to the Board of Directors for approval.

5. SUB-WORKING GROUPS

In order to ensure the effectiveness of its activities, the Committee may establish sub-working groups, as necessary, consisting of persons selected from among its own members and/or external parties who possess sufficient experience and knowledge in corporate governance.

6. OTHER MATTERS

The Committee shall act within the scope of its own authority and responsibilities and shall provide recommendations to the relevant decision-making bodies where deemed necessary. However, ultimate decision-making responsibility shall at all times rest with the Board of Directors, and the activities of the Committee shall not eliminate the duties and responsibilities of the Board of Directors arising under the Turkish Commercial Code.

7. EFFECTIVE DATE

These Working Principles were approved and entered into force pursuant to the resolution of the Board of Directors dated May 3, 2024 and numbered 2024/015.

The authority to review and update these Working Principles, where necessary, shall rest exclusively with the Board of Directors.