

BESLER GIDA VE KİMYA SANAYİ VE TİCARET ANONİM ŞİRKETİ

TASKS AND WORKING PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE

I. Objective and Scope

This regulation aims at defining the tasks and working principles of Corporate Governance Committee formed by Board of Directors of Besler Gıda ve Kimya Sanayi ve Ticaret Anonim Şirketi. Corporate Governance Committee is formed in order to monitor the compliance of our Company with corporate governance principles, to take necessary improvement actions and provide board of directors with suggestions in this respect.

Committee is formed within the frame of "Corporate Governance Communiqué" of Capital Market Board, as well as regulations, provisions and principles of other capital market legislation.

If there is no separate Nomination Committee and Remuneration Committee due to the structure of Board of Directors, Corporate Governance Committee shall undertake tasks of these Committees.

II. Composition of Committee

Committee is composed of at least two members elected among Board Members of Company. If Committee is composed of two members, both members, or if more than two, majority members shall be Board Members who do not directly involve in the performance of the activities, such as general director or chief executive officer. Head of Committee is elected among the Board Members. Non-Board professionals may become a member of the Committee.

III. Working Principles

Committee convenes at least quarterly and submits meeting results to Board of Directors. Committee documents and keeps record of all its activities.

Office term of the Committee shall be in parallel with the office term of Board Member, timing of the Committee meetings shall also follow the timing of the Board Meetings insofar as practicable. Head of Committee will report Board of Directors in writing about the activities of the committee.

following the Committee Meeting, and provide board members a written summary about the committee meeting.

All resources and support necessary for Committee to carry out its tasks, shall be provided by Board of Directors. Committee may invite any manager, as it finds necessary, to the meeting and collect his/her opinions.

Committee may consult to independent experts for their opinions if they find it necessary in connection with its activities.

The fees of consultancy services needed by Committee are paid by Company.

IV. Tasks and Responsibilities

Committee;

- Identifies whether Corporate Governance Principles are implemented in the company or not, if not, its reasons, as well as conflicts of interest that have arisen due to the failure in complete compliance with these principles and advises Board of Directors about improvements in the applications.
- Coordinates activities of Investor Relations department,
- Establishes a transparent system for identification, evaluation and training of candidates to the Board of Directors and executive managers, and takes actions in order to identify policies and strategies in this subject.
- Evaluates regularly the structure and efficiency of Board of Directors and recommends Board of Directors about applicable changes thereon.
- Identifies and oversees the principles, criteria and applications to be adopted for remunerations of board members and executive managers by taking long term goals of the company into account.
- By considering the criteria achievement level, suggests Board Members about remunerations payable to the Board Members and executive managers.

V. Effectiveness

This regulation on the tasks and working principles of the Committee, including future amendments, becomes effective with the resolution of Board of Directors.