



**ANADOLU ISUZU OTOMOTİV SAN. ve TİC. A.Ş.**

**CORPORATE GOVERNANCE COMMITTEE  
CHARTER**

**This Charter is approved by the Board Resolution dated June 25, 2014 and numbered 2014/28.**

**Prepared by**

Corporate Governance Committee

**Approved by**

Board of Directors

**Approval Date: June 25, 2014**

**Revision Date:1**

# **ANADOLU ISUZU OTOMOTİV SAN. VE TİC. A.Ş. CORPORATE GOVERNANCE COMMITTEE CHARTER**

## **I- GENERAL PRINCIPLES**

### **Scope**

**1.1.** This charter organizes the rules governing the Corporate Governance Committee of Anadolu Isuzu Otomotiv San. ve Tic. A.Ş.'s within the framework of Capital Markets regulations and Corporate Governance Principles (announced by Capital Markets Board).

### **Purpose**

**1.2.** The Corporate Governance Committee is established in order to develop continuous improvement processes and work for the implementation of these processes to facilitate the application of the best practices by the Company, according to both the Capital Markets Board Regulations & Corporate Governance Principles announced by Capital Markets Board and internationally accepted standards.

**1.3.** The Corporate Governance Committee is established in order to determine whether or not corporate governance principles are being fully implemented by the company, if implementation of some of the principles are not possible, the reason thereof, and assess any conflict of interests arising as a result of imperfect implementation of these principles, and present remedial advices to the Board of Directors.

## **II- THE CORPORATE GOVERNANCE COMMITTEE'S COMPOSITION, STRUCTURE AND APPLICATION PRINCIPLES**

**2.1.** Board of Directors selects and appoints the Chairman and the members of the Committee among the Board members and the Committee comprises of at least two members. The Chairman is selected among the independent members of the Board of Directors.

The Corporate Governance Committee members are not supposed to be a member of another committee in the Board of Directors. However, to provide coordination between committees and contribute to work effectively, it is possible to appoint committee members as "associate member" to other committees.

If necessary, experts who are not a Board member can also be appointed to the Committee but the majority of the members should be selected from the Board of Directors.

The CEO or the General Manager cannot assume any position in the Committee.

If the Committee comprises two members, then both of them, if the Committee comprises more than two members, then the majority thereof should be members of the Board of Directors who do not hold executive positions.

Investor Relations Manager should be a member in the Committee.

**2.2.** The Committee members are to be appointed every year in the first Board of Directors meeting, following the Ordinary General Assembly meeting.

Board of Directors has an authority to terminate the duty of any Committee member.

Board of Directors shall appoint a new member to complete the term of duty in case of being dismissed, resignation and death of any Committee member.

**2.3.** In case of an urgent need, upon the call of the Chair or any other member of the Corporate Governance Committee and the Chair of the Board of Directors, the Corporate Governance Committee can hold extraordinary meetings.

**2.4.** The members of the Corporate Governance Committee can hold the meetings through telephone or any other means of communication.

**2.5.** The Corporate Governance Committee makes decisions through majority vote. In the case of an equality of votes on any issue, the Chair shall have the casting vote.

**2.6.** The Corporate Governance Committee shall convene at least four times per annum. The scheduling for the Corporate Governance Committee meetings should be parallel with that of the Board of Directors' meetings. The Chair of the Committee briefs the Board of Directors concerning annual meeting plans.

**2.7.** The Committee should keep records of all their work in a documented manner. The formal approval of the meeting minutes of the Corporate Governance Committee is obtained in the following meeting. The Corporate Governance Committee's written and signed meeting minutes and decisions should be maintained.

**2.8.** The Corporate Governance Committee regularly briefs the Board of Directors about its meeting resolutions, important sightings, detections and recommendations.

**2.9.** The Corporate Governance Committee shall have the authority, to the extent it deems as necessary or appropriate, to retain independent advisors/experts or might engage regular "consultants" to the Committee. The Company shall provide for appropriate funding for respective fees of consulting services and "consultants". If such a consultancy service is taken by the Company, information about the consultant and any relationship with the Company if exists, should be disclosed in the annual report.

**2.10.** The Corporate Governance Committee shall have the authority to meet any executives from senior management and employees at all levels within the framework of privacy principles, when it is deemed as necessary and appropriate.

**2.11.** The Board of Directors and the management shall provide all necessary resources and support to the Corporate Governance Committee for its duties to be performed.

**2.12.** Any change to the Charter of the Corporate Governance Committee is subject to the approval of the Board of Directors.

**2.13.** The Company forms the necessary mechanisms in order for the stakeholders to communicate with the “Corporate Governance Committee” or the “Audit Committee” about Company’s practices which are contrary to the legislation and unethical.

### **III- DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE COMMITTEE**

**3.1.** The Corporate Governance Committee is established in order to develop continuous improvement processes and work for the implementation of these processes to facilitate the application of the best practices by the Company, according to both the Capital Markets Board Regulations & Corporate Governance Principles announced by Capital Markets Board and internationally accepted standards.

**3.2.** The Corporate Governance Committee is established in order to determine whether or not corporate governance principles are being fully implemented by the company, if implementation of some of the principles are not possible, the reason thereof, and assess any conflict of interests arising as a result of imperfect implementation of these principles, and present remedial advices to the Board of Directors.

**3.3.** The Corporate Governance Committee oversees the work of Investor relations department. In this context, the Committee set the standards for all disclosures and basic principles of the investor relations, and reviews these benchmarks and conformity with these standards on an annual basis and make necessary recommendations to the Board of Directors.

**3.4.** As a part of Board of Directors, the Corporate Governance Committee present remedial advices to the Board of Directors in order to sustain efficient communication between the company and the shareholders, and to eliminate and resolve if any conflict arises.

**3.5.** The Corporate Governance Committee carries out the duties of the "Nomination Committee" and "Remuneration Committee", which are defined in the Corporate Governance Principles, until these committees are established.

**3.6.** The Corporate Governance Committee approves, submits to the approval of the Board of Directors and publishes the Company’s Disclosure Policy.

**3.7.** The Corporate Governance Compliance Report is approved by the Committee and then submitted to the approval of Board of Directors.

**3.8.** The Corporate Governance Committee prepares and presents an annual assessment report to the Board of Directors, which will be included in the annual report and consists of information like members of the Committee, the frequency of the meetings, the activities carried out, in addition to the working principles and evaluation of the Committee's efficiency, which will constitute a base for the Board's evaluation, and presents it to the Board.

**3.9.** The Corporate Governance Committee makes recommendations to the Board of Directors and such recommendations do not eliminate responsibilities and duties of the Board of Directors that derives from the Turkish Commercial Code.

#### **IV- ASSESSMENT**

4.1. The Corporate Governance Committee conducts an annual performance assessment review in relative to the Corporate Governance Committee's purpose, duties and responsibilities outlined herein and presents to the Board of Directors.

#### **V- ENFORCEMENT**

This charter of the Corporate Governance Committee of Anadolu Isuzu Otomotiv San. ve Tic. A.Ş. and further changes to this charter shall be effective with the approval of Board of Directors and disclosed in the public disclosure platform.