

## **THE WORKING PRINCIPLES OF EXECUTIVE COMMITTEE**

### **1. ESTABLISHMENT**

The Company's Board of Directors established the Executive Committee at the Board meeting of May 4, 2012 to increase the efficiency of the Board of Directors through an efficient collaboration with the administrative units of the Company. The Committee shall make recommendations to the Board to ensure its efficiency and to enable it to make investments decisions into appropriate fields in line with the strategic goals and business development plans.

### **2. PURPOSE**

The Board may not be able to meet as frequently as may be needed and the Committee's role is to keep up with developments within the Company and in the sector the Company is operating in and to inform the Board, when necessary, of any developments in the relevant sector; to ensure coordination between the administrative units of the Company and the Board; to advise the Board on developing appropriate strategies for the Company and the increase of efficiency.

### **3. DUTIES AND RESPONSIBILITIES**

The duties of the Executive Committee are as follows:

-To ensure that all necessary preparations, analysis, and assessments regarding matters that are to be resolved upon by the Board have been completed before being submitted to the Board Members' approval, such as compliance with strategic priorities, financial aspects, legal status, and effects on operations are completed.

-To ensure the matters resolved upon by the General Assembly or the Board of Directors are communicated and distributed to the Company's management pursuant to the defined instructions and policies.

-To control that the operations of the Company are being carried out in compliance with annual business plans and the Board's resolutions.

-To follow-up and assess the effects of any developments in the sectors the Company operates in, as well as in economic, social, and political environments; to determine strategies to increase the competitiveness of the Company.

-To determine new opportunities by monitoring developments in relevant sectors as per defined strategies.

-To track the weaknesses and strengths of the Company with internal analysis and to monitor any opportunities and threats with external analysis.

-To seek internal and external growth opportunities to ensure that the Company reaches its strategic targets.

-To control the functionality of the system designed to ensure that the business plans of the Company are implemented and that any revisions necessary for external developments are made and used as performance criteria.

-To follow up on the management of strategies and projects approved by the Board of Directors,

-To assess important legal developments and their effects on operations.

The Committee must submit its evaluation and recommendations to the Board verbally or in writing.

#### **4. COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA**

-The Executive Committee can be comprised of members of the Board of Directors and other individuals. The Committee elects a Chairman and a sufficient number of Vice Chairmen from among its members.

-The Board of Directors elects members of the Executive Committee following the election of the new Board itself at the ordinary meeting of the general assembly, in parallel with the term of office of the relevant Board. The members of the previous Committee remain in office until a new Committee member is elected.

-All of the resources and support necessary to the Committee are provided by the Board. The Committee may invite any manager to the meetings and request his/her opinion.

- General Manager cannot be a committee member; however, he/she will submit to the Committee with all necessary information and files. The General Manager is responsible for and has the authority to conduct daily operations.

-The Committee may obtain guidance from independent experts on the subjects requiring extra diligence. The fee for such consultancy services will be paid for by the Company.

-A remuneration determined by the Board of Directors is paid to the Committee members for their contributions to the Committee, in accordance with the Articles of Association of the Company and the Committee Members' terms of office.

## **5. SUB-COMMITTEES**

The Executive Committee can establish sub-committees consisting of members elected from among its own members and/or from among third persons having broad experience. These sub-committees carry out the necessary reporting and technical work.

## **6. MEETINGS**

-The Committee meets at least once a month unless there is a requirement for more frequent meetings.

-Where the Chairman of the Board deems it necessary, the Committee shall attend general and special informative or assessment meetings (such as Planning Council Meetings, Annual Budget Meetings, or special purpose meetings) related to the operations of the Company.

-The decisions of the Committee are advisory to the Board and the Board's decision on the subject matter is final.

-The Committee shall ensure that the Board of Directors is informed on matters that are within its scope of authority and responsibility. The Committee shall provide the Board with reports on ongoing operations and the related recommendations.

-The meeting and decision quorum is the absolute majority of the total number of members.

-The Committee can meet physically or via electronic means (such as through conference calls or electronic portals) without the physical attendance of all members. The physical meetings can be held at the Company's headquarters or another location that is easy to access for the members. The minutes for both physical meetings and on-line meetings shall be signed by the Committee Members. Furthermore, Committee resolutions can be taken by circulation of resolutions among Committee members. In that case, the resolutions signed by all Committee members as one or several counterparts shall be valid.

## **7. REPORTING PROCEDURES**

-The resolutions of the Committee are kept in a resolution register.

-The following information should always be available in the meeting minutes:

- o The date of the meeting,
- o Information on the agenda of the meeting,
- o Resolutions

- Resolutions required by the Committee are submitted to the Board of Directors.

- Preparation and archiving of reports fall into the responsibility of the secretariat of the Board of Directors. Meeting minutes are submitted for the convenience of the Committee members and archived.

## **8. EFFECT**

These working principles of the Executive Committee have been approved by the Board resolution of May 4, 2012 and revised with the Board resolutions of March 25, 2019 and May 5, 2022. The Board of Directors can revise and update the working principles as necessary.