

# MLPCARE

## MLP Sađlık Hizmetleri A.Ş.

**Version Number: 2**

**Version 1 Acceptance Date: January 15, 2018**

**Version 2 Acceptance Date: April 30, 2021**

**Effective Date: April 30, 2021**

**MLP Sađlık Hizmetleri A.Ş.**

**Board of Director**

**Corporate Governance Committee Charter**

**This Charter is accepted by the Board of Directors' meeting dated January 15, 2018 and amended April 30, 2021 and 2021/23 numbered decision.**

**MLP SAĞLIK HİZMETLERİ A.Ş.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Article 1: Scope and Legal Basis**

These Legislation (“**Legislation**” or “**Principles of Operation**”) set forth the scope of duties and Charter of the Corporate Governance Committee of the Board of Directors (“**Committee**”) of MLP Sağlık Hizmetleri A.Ş. (the “**Company**”).

The Committee has been established in January 15, 2018 upon the resolution of the Company’s Board of Directors (the “**Board of Directors**”) in accordance with the provisions of the Capital Markets Law No 6362, the Turkish Commercial Code No 6102 (the “**TCC**”), the regulations of the Capital Markets Board of the prime Ministry of the Republic of Turkey (the “**CMB**”), including the “Corporate Governance Communiqué” No. II-17.1 (the “**Communiqué**”) and the corporate governance principles attached thereto, and the provisions of the Company’s Articles of Association .

**Article 2: Definitions**

Within the scope of this Charter, the following definitions apply;

**Administrative Responsible Executives:** As defined in the Company's Disclosure Policy, it refers to the coordinators, especially the Board members, who has direct or indirect access to the internal information and has authority to make decisions that affect directly or indirectly future development and commercial goals of the Company, directly report to the CEO.

**Committee:** Corporate Governance Committee of MLP Sağlık Hizmetleri A.Ş. Board of Directors.

**Corporate Governance Compliances:** The principles that the listed companies will take as a basis while determining their corporate governance structure and processes attached to the communique

**CMB:** Capital Markets Board

**Company:** MLP Sağlık Hizmetleri A.Ş.

**Communiqué:** Corporate Governance Communiqué No: No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 1/3/2014.

**Board of Directors:** The board of directors of MLP Sağlık Hizmetleri A.Ş.

**Article 3: Purpose**

The Committee shall assist the Board of Directors in relation to the compliance with the corporate governance principles, including the regulation of investigations and conflicts of interest which may occur in case of violation of the corporate governance principles. The Committee shall also monitor the investor relations unit.

#### **Article 4: The Committee Structure**

The Committee shall be in accordance with the Article of Association and CMB regulations:

- Committee shall consist of three (3) members. Two (2) of the Committee members are elected from among the members of Board of Directors. It is mandatory to appoint the manager of investor relations department as a Committee member.
- The chairman of the Committee shall be elected by the Board of Directors amongst the independent board members.
- Committee members are determined most lately by the Board of Directors at the first Board of Directors meeting following the Company's ordinary general assembly meeting each year. Committee members whose term of office has expired may be reassigned.
- Provided that the majority of the members comprises of the members of the Board of Directors, specialists who are not a member of the Board of Directors may be appointed to the Committee.
- The Committee may receive guidance from independent experts on the subjects necessary for its operations. In such a case, the fee for the consultancy services required by the Committee shall be paid for by the Company.
- Chief Executive Officer/General Manager of the Company shall not have a duty in the Committee.
- The Committee may invite executives of the Company to the meetings who are deemed to be necessary to obtain their views.
- All of the resources and support necessary for the Committee's execution of its tasks are provided by the Board of Directors.

#### **Article 5: Duties and Authorities of the Committee**

Provided that the final decision shall always be resolved by the Board of Directors, the Committee shall;

- ensure that the Corporate Governance Principles are developed, adopted and implemented within the Company.
- find out whether the corporate governance principles are applied within the Company, and, if not, to find out the reasons and the possible conflicts of interests that may have occurred as the result of the violation of such principles, to give advice to the Board of Directors on improving governance applications.
- make corporate governance review of Board of Directors annually and submit to the approval of the Board of Directors.

- Performs the other activities to be considered within scope of corporate governance and be requested by the Board of Directors
- shall make suggestions about the operations, structure and efficiency of the Board of Directors and its sub committees.
- have authority to take advice and assistance of the employees of the Company or representatives and the consultants on legal, accounting and other related matters of the related parties including the subsidiaries, to its meetings.
- supervise the works of investor relations department
- The Board of Directors shall act as a pioneer in providing efficient communication between the Company and the shareholders, in resolving and in settling disputes that may arise between such parties and for this purpose the Committee and the investor relations department shall be in close cooperation with the Board of Directors.
- prepare a “Disclosure Policy” in order to make public disclosures and update when necessary.
- review the annual activity report which shall be made public.
- review the “Corporate Governance and Compliance Report” to be disclosed to the public and check the accuracy and consistency of the relevant information with the information to the knowledge of the Committee.
- Present the information on their work and the reports comprising the meeting results to the Board of Directors in the first upcoming meeting of the Board of Directors following the relevant Committee meeting.
- periodically review and reassess the adequacy of the Working Principles of the Corporate Governance Committee and recommend any proposed changes to the Board of Directors for approval.

#### **Article 6: Committee Meetings**

- The Committee shall meet whenever its assigned duties so requires but at least four (4) times a year.
- The meetings shall be held at the Company's headquarters or another place that the Committee members can easily access.
- Chairman of the Committee may change the date, time and place of the meeting by informing the Committee members in advance.
- Committee meetings shall be timed to coincide with the Board meetings to the extent possible.
- The Chairman shall invite the Committee members via the secretary of the Board of Directors.
- The meeting and decision quorum are the presence of majority of total Committee members.
- The Committee puts all the work it has done in writing, keeps a record, and reports to the Board of Directors, including information of the Committee work and the results of the Committee meetings.

- The decisions of the Committee are advisory to the Board of Directors and the Board of Directors is the final decision maker on the relevant matters.

**Article 7: Secretariat**

- Secretarial works of the Committee shall be performed by the secretary of the Board of Directors.
- Decisions of the Committee shall be kept in a minute book.
- Meeting minutes shall include at least the following items:
  - Date of the Meeting
  - Agenda
  - Information about the topics discussed in the meeting
  - Decisions resolved.
- The secretary of the Board of Directors is responsible for preparing and keeping meeting minutes.
- The minutes shall be achieved following submission to the Committee members.

**Article 8: Enforcement**

This document with regard to the working principles of the Committee and the any amendments thereto shall enter into force by the resolution of the Board of Directors. Updating such working principles is under the authority of the Board of Directors.

This working principles of MLP Sağlık Hizmetleri A.Ş. Corporate Governance Committee has been approved and entered into force by the resolution of the Board Of Directors dated 30.04.2021 and numbered 2021/23.