



## KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ INTERNAL DIRECTIVE

**DATE** : March 26<sup>th</sup>, 2021

**NUMBER** : 3

Annex to the Resolution of the Board of Directors of Kordsa Teknik Tekstil A.Ş. no. 2021/11 dated 2021.03.26.

**Scope:**

**Article 1-**

By this Internal Directive, management and representation and assignment of such authorities related to Kordsa Teknik Tekstil Anonim Şirketi ("Company") is regulated.

**Rules Regarding the Representation and Binding Authorities:**

**Article 2-**

This Internal Directive is prepared by the Board of Directors of the Company in accordance with Articles 367 and 371 of the Turkish Commercial Code no 6102 and Article 14, 16, 17 and 21 of the Articles of Association of the Company in accordance with the principles of application of internal directives related to limited authority in the Company.

The representation and binding authorities of the Company shall be exercised in accordance with the provisions of this Internal Directive.

**a)** Management and representation of the Company belongs to the Board of Directors.

Those authorized to sign and their degrees are determined by the decision of the Board of Directors, and registered and announced.

**b)** Under the principles concerning appointment of limited authorized persons, the necessary limitations as to the signing authorities have been made by listing the transactions subject to execution within the Company.

**c)** The Chairman and Vice Chairman of the Board of Directors of the Company are authorized to represent and bind the Company in all respects with their joint signatures, provided that the signatures are affixed under a mention, stamp or seal indicating the full trade name of the Company.

**Authority Groups:**

**Article 3-**

The Company shall have two groups of signing authority:

**a)** First Degree Signatory

**b)** Second Degree Signatory

**Principles Concerning Appointment of Limited Authorized Persons:**

**Article 4-**

Two persons with first degree signing authority are authorized to represent and bind the Company with regard to acquisition, purchase, sale and cancellation of any kind of immovable property, establishment of a new company, entitle other on behalf of the Company and performs the acts and transactions specified in Article 5 of this Internal Directive provided that their joint signatures are affixed under the trade name of the Company.

**Article 5-**

Two persons with first degree signing authority or two persons one of them with first degree and the other with second degree signing authority are authorized to sign any document, check, transfer order, deed and other document, other than those specified in Article 4 of this Internal Directive, which are

issued and signed by our Company ex-officio and which put our Company under liability; and to put our Company under right and liability in every respect; in addition, to represent and bind the Company in all acts and transactions to be performed before the Central Registry Agency Inc. without any limitation of value, provided that their joint signatures are affixed under the trade name of the Company.

**Article 6-**

The joint signatures of any two persons with first or second degree signing authority are sufficient for other transactions and communications other than those specified in Articles 4 and 5 of this Internal Directive and which do not put our Company under liability.

**Acceptance of the Internal Directive and Amendments:**

**Article 7-**

This Internal Directive regulating the representation and binding of the Company and the Board of Directors and Executive Committee Internal Directive, which is an annex to this Internal Directive shall enter into force on the date of registration and shall stay in force until it is amended or abolished by the Board of Directors.

**Annex:** Board Of Directors And Executive Committee Internal Directive.

## **KORDSA TEKNİK TEKSTİL ANONİM ŞİRKETİ**

### **BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE INTERNAL DIRECTIVE**

#### **A. BOARD OF DIRECTORS**

**Article 1 : Establishment and Formation of the Board of Directors**

All business, and affairs of the Company are carried out by the Board of Directors established in accordance with articles 14, 15, 16, 17, 18, 19 and 21 of the articles of association and within the framework of the relevant provisions of the Turkish Commercial Code, through the Executive Committee formed and established in accordance with this internal directive, providing that the duties and powers listed in article 375 of the Turkish Commercial Code are reserved to and shall remain under the responsibility of the Board of Directors.

**Article 2 : Function of the Board of Directors**

The Board of Directors sets the right strategy, defines the company's strategic goals, and oversees the performance of the Executive Committee and the management for the purpose of development within the framework of the company's mission and vision.

The Board of Directors ensures that the company operates in a sustainable manner within the framework of the company's corporate governance principles.

The Board of Directors oversees the compliance of the company's activities with the legislation, articles of association, internal regulations and established policies.

**Article 3 : Operating Principles of the Board of Directors**

The Board of Directors conducts its activities in a transparent, accountable, fair and responsible manner.

The Board of Directors plays a leading role in the maintenance of effective communication between the company and the shareholders, and the settlement and resolution of disputes likely to arise.

While fulfilling its duties, the Board of Directors is obliged to show utmost attention, care and diligence:

- to the Turkish Commercial Code;
- to the Capital Markets Law;
- to the provisions of the Company's articles of association;
- to the general directives and decisions of the Board of Directors; and
- to the principles specified in this Internal Directive.

**Article 4 : Termination (Vacancy) of Membership**

*In case a vacancy occurs in the Board of Directors due to death, resignation, or other reasons, the other members shall elect a new member in line with the provision of articles 14 and 22 of the articles of association and article 363 of the Turkish Commercial Code. This election is submitted for approval at the first general assembly meeting. The member elected as such shall serve until the end of the term of office of the member replaced.*

**Article 5 : Chairmanship**

*The members of the Board of Directors shall elect a chairman and a vice chairman among themselves at their first meeting to be held following each ordinary or extraordinary General Assembly meeting where the Board of Directors is formed.*

**Article 6 : Responsibilities of the Chairman of the Board of Directors**

- 1. To fulfil the duties assigned to the Board Chairman under the Turkish Commercial Code and the Articles of Association*
- 2. To manage and to determine the date and agenda of the meetings of the Board of Directors*
- 3. To ensure that the members of the Board of Directors have timely access to accurate, straightforward and clear information (The members of the Board of Directors may request information from the Chairman of the Board of Directors other than those related with the meetings of the Board of Directors.)*
- 4. To establish effective communication with shareholders and to raise awareness among the members of the Board of Directors on the expectations of key shareholder groups*
- 5. To prepare a realistic time schedule for the meetings of the Board of Directors, to allow for discussion of important issues sufficiently, to ensure that particularly non-executive members are not obliged to make a decision without having the opportunity to make a sufficient evaluation; and to organize pre-meeting discussions to that effect, if necessary*
- 6. To lead the preparation of a compliance program allowing the new members of the Board of Directors to get prepared for their duties at an adequate level*
- 7. To ensure that the individual performance of the members of the Board of Directors, the general performance of the Board of Directors and the performance of committees are absolutely assessed at least once a year*
- 8. To ensure active participation of all members of the Board of Directors in the meetings of the Board of Directors*
- 9. To coordinate the communications between the members of the Board of Directors and the senior management of the Company*
- 10. To ensure the establishment of an effective Board of Directors' structure with mutually complementary properties, and to lead the changes to that effect, and to lead the appointment of new Members of the Board of Directors with the approval of the Board of Directors and shareholders*
- 11. To ensure that the Company displays the highest level of compliance with corporate governance principles and statutory legislation*
- 12. To monitor the enforcement of the resolutions of the Board of Directors*
- 13. To establish a close relationship with the General Manager of the Company and to support and lead him while respecting his executive power and authorities*
- 14. To demonstrate a consistent leadership by representing the Company and taking account of the expectations of shareholders.*

**Article 7 : Principles and Procedures for Board of Directors Meetings**

- 1. The meetings of the Board of Directors shall be held upon the call of the Chairman or Vice Chairman as and when required by the company affairs. The date and agenda of the meeting shall be determined by the Chairman or Vice Chairman. It is required that the Board of Directors must convene at least four times a year. The meetings may be held at the company's head office or at any*

*other convenient place in Turkey or a foreign country in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law.*

- 2. Each member shall be invited to the Board of Directors' meeting via electronic mail, registered letter or signed fax message at least 7 days before the meeting day. The agenda of the meeting shall be added to such notice of meeting.*
- 3. If a call for a meeting is not made by the Chairman or Vice Chairman upon the written request by any of the members of the Board of Directors, members are individually entitled to call the Board of Directors for a meeting on their own.*
- 4. It is not necessary to comply with the notice periods for a call for meeting in case of urgencies.*
- 5. The provisions of the Turkish Commercial Code and the Capital Markets Legislation shall apply for meeting and decision quorums in the meetings of the Board of Directors.*
- 6. Unless one of the members requests for discussion in a meeting, the resolutions of the Board of Directors may also be taken by collecting the written approvals of, at least, the majority of the full number of members in response to the written proposal made by any of the members to all members in relation to a specific issue pursuant to Article 390(4) of the Turkish Commercial Code. The Chairman of the Board of Directors ensures that the proposal is firstly subjected to due legal review. The validity of the decision is subject to the condition that it is expressed in writing and signed duly.*
- 7. Each meeting shall have an agenda that has been previously legally reviewed and duly approved. No issues beyond the scope of such agenda may be discussed at the meetings. It is also separately indicated on the agenda which issues, if any, are subject to the prohibition of discussion and participation in voting and for which members such prohibition applies. In case of any situation creating uncertainty about the prohibition of discussion or participation in voting, the relevant situation shall be discussed with priority and resolved by voting in accordance with the procedure specified herein.*
- 8. A member of the Board of Directors may neither participate in the discussions, nor vote on any issues where such member's non-company personal interests or the personal and non-company interests of one of his/her relatives up to third degree conflict with the company's interests. This prohibition shall also apply in cases where the relevant member of the Board of Directors is required not to participate in the discussions pursuant to the rule of integrity. In case of any uncertainties, the decision is taken with the majority votes of the other members of the Board of Directors. The relevant member may not participate in such voting. Even if the relevant conflict of interest is not known by the Board of Directors, the relevant member has to disclose it and comply with such prohibition.*

*The reason of the relevant member's nonparticipation in the discussion due to such prohibition and the related procedures are recorded in the resolution of the Board of Directors.*

#### **Article 8 : Representation of the Company**

*The Board of Directors is authorized to externally represent the Company.*

*For validity purposes, all documents to be given and the agreements to be executed by the Company should bear the signatures of two persons authorized to sign for and on behalf of the Company, which should be placed under the official trade-name of the Company.*

*The authorized signatories and the extent of their authorization are determined, registered and announced with a resolution of the Board of Directors. The Board of Directors may delegate its power of representation to the executive members of the Board of Directors and/or to the managers that are not members of the Board of Directors pursuant to Article 370 (2) of the Turkish Commercial Code. The fee payable to such persons is approved by the Board of Directors.*

*Unless the notarized copy of the decision showing the signatories authorized to represent the company and the form and extent of such representation authorities are registered and announced at the trade registry, the delegation of representation authority shall not be valid. The limitation of the power of representation shall not inure against bona-fide third persons; however, the registered and announced*

restrictions regarding the joint or exclusive exercise of the power of representation for the business and affairs of the head office or a branch are valid. The provisions of articles 371, 374, and 375 of the Turkish Commercial Code are reserved.

**Article 9 : Invalid Decisions**

It may be requested from a court to declare a decision of the Board of Directors as null and void. Especially, the decisions:

- a. that are contrary to the equal treatment principle;
- b. that neither comply with the fundamental structure of the joint-stock company, nor respect the principle of protection of capital;
- c. that breach particularly the inalienable rights of shareholders or restrict or complicate the exercise of such rights;
- d. that fall within or are related to the inalienable and non-assignable powers of the other bodies are null and void.

**Article 10 : Prohibition of Transaction and Competition with the Company**

A member of the Board of Directors may not perform any transaction with the company either on their own behalf or on behalf of others without obtaining prior consent from the General Assembly.

The members of the Board of Directors that are not shareholders and one of the descendants or ascendants or the spouse of the Board members that are not shareholders or one of their relatives of up to third degree (including the third degree) by blood or marriage may not borrow cash from the company. One of the members of the Board of Directors may neither perform any commercial business transaction falling within the scope of the company's line of business either on their own behalf or on behalf of others, nor become an unlimited partner in a company engaged in the same type of business activities without obtaining the prior consent of the General Assembly in accordance with Articles 395 and 396 of the Turkish Commercial Code.

The principles and conditions regarding the transactions that the members of the Board of Directors will undertake either among themselves or with persons, companies, or holding companies related with them must be in line with the principles and conditions generally accepted in the relevant business field.

The provisions of the Turkish Commercial Code regarding the responsibilities of the members of the Board of Directors in joint stock companies are reserved.

**Article 11 : Inalienable and Non-assignable Powers of the Board of Directors**

Without prejudice to the provisions of Article 375 of the Turkish Commercial Code, the decision-making authority with respect to the issues listed below is exclusively vested in the Board of Directors:

- Calling the General Assembly for a meeting;
- Year-end closing accounts to be presented to the General Assembly and the proposal regarding the usage of profit;
- Recommendations for capital-related actions that will be presented to the General Assembly;
- Proposals for amendments to the articles of association that will be presented to the General Assembly;
- Appointment and dismissal of the Chief Executive Officer (CEO) and the members of the Executive Committee, and approval of the systems related to the remuneration and bonuses payable to the members of the Executive committee.

**B. EXECUTIVE COMMITTEE**

**Article 12 : Formation and Duties of the Executive Committee**

1. The Board of Directors establishes an Executive Committee that has duties, powers and authorities for all matters except for those reserved for the inalienable and non-assignable duties and powers specified in article 375 of the TCC (Turkish Commercial Code) and article 11 of this Internal Directive within the scope of article 367 of the Turkish Commercial Code. This committee comprising the

members whose individual duties and responsibilities are specified hereunder are assigned to execute all of the company affairs within the framework of the specified principles.

2. While fulfilling its duties, the Executive Committee is obliged to show utmost attention, care and diligence:
  - to the provisions of the relevant law;
  - to the provisions of the company's articles of association;
  - to the general directives and resolutions of the Board of Directors; and
  - to the principles specified in this Directive.
3. The Executive Committee is comprised of (i) General Manager (CEO), (ii) Deputy General Manager - Finance and Supply Chain, (iii) Deputy General Manager - North and South America, (iv) Deputy General Manager - Global Sales and Market Development, (v) Deputy General Manager - Asia, Pacific (APAC), (vi) Deputy General Manager - Europe, Middle East, Africa (EMEA), (vii) Deputy General Manager - Composites, (viii) Deputy General Manager - Human Resources, Legal and Information Technologies, (ix) Global Technology Director and (x) Strategy, Business Development Director and Construction Business Unit Leader. The Executive Committee is chaired by the General Manager ("Chief Executive Officer").
4. The Chief Executive Officer is responsible for uniform general management of the company by the Executive Committee in line with the corporate strategic goals set by the Board of Directors and for directing and coordinating the joint business, operations and activities of the Executive Committee. In case of any excused absence of the Chief Executive Officer, his/her tasks are fulfilled by the Assistant General Manager - Finance and Supply Chain; and in case of his/her excused absence, by any other member of the Executive Committee.
5. In all their decisions and activities, the members of the Executive Committee act in accordance with legal and business practices based upon individual responsibilities and mutual trust and confidence; inform each other with transparency and mutual openness; and faithfully fulfil their duties towards the Board of Directors.
6. The delegated management duties of each member of the Executive Committee are specified in the attached **Executive Committee Tasks Distribution Plan**. Each member is personally and severally responsible for any and all decisions and actions falling within their field of duty and responsibilities. Provided that their several responsibilities remain unchanged, each member of the Executive Committee continuously reports material developments and activities in their field of duties to the Chief Executive Officer and notifies the relevant members of the Executive Committee of and coordinates the developments and activities that may affect the fields of duties of other Executive Committee members.
7. The matters that are material and fundamental for the Company and that fall within the field of duties of several Executive Committee members are firstly discussed and resolved in the Executive Committee, considering the matters that are reserved to the decision-making authority of the Board of Directors. These matters include, in particular, the following:
  - a. The matters required to be presented to the Board of Directors;
  - b. Preparation of the corporate plans that will be developed by harmonizing each business department's/division's targets, budget, balance sheet, income statement and cash flow for the following year and the planning year;
  - c. Preparation of the annual, semi-annual or quarterly financial statements of the Company;
  - d. Preparation of the Company's risk status and internal control report;
  - e. Material changes to be made in the business departments or organizations of the Company, and other important procedures related with recruitment, dismissal and employment of the managers up to two levels lower than the senior management;
  - f. Material legal and compliance issues, apart from the sharing of information on legal and compliance risks that will be regularly made every quarter;

**g.** *The matters related with corporate communications and representation of the Company in the public;*

**h.** *Critical issues creating a material impact on the annual turnover of the Company.*

*Each member of the Executive Committee is in charge and authorized to bring material issues to the agenda of the Executive committee. Each member of the Executive Committee shall inform the Executive Committee about the developments that will occur within their fields of duty and are likely to affect other members of the committee on a monthly basis.*

*The Executive Committee may delegate its decision-making and approval powers on certain matters to an individual member or members of the Executive Committee. With a decision of the Executive Committee and especially upon the request of the relevant members of the Executive Committee, a member of the Executive Committee may assume a duty falling within the field of duty of another Executive Committee member.*

**8.** *The Executive Committee discusses the company strategy and long-term planning at least once a year, and also the operational planning of the business departments and divisions of the company at least once a year. The Executive Committee also reviews the developments about important matters at least twice a year.*

**9.** *The Executive Committee presents the following matters to the Board of Directors for their approval before they are put into implementation unless such matters are exclusively reserved for the Board of Directors:*

**a.** *Material changes with respect to the company strategy, operation field, products and services including creating new business fields, expanding the business field or getting out from a business field and agreements regarding these changes,*

**b.** *At the beginning of each fiscal year, the next year's budget (turnover, expenses, personnel and results planning) and company borrowing status and investment and financial plans for the next year,*

**c.** *Debt, surety, guarantee or similar liabilities in favor of third parties; excluding those secured in cash or with a valid letter of guarantee, ordinary treasury transactions, ordinary purchasing transactions, advances given and sales financing of products traded by the company and excluding those given in favour of affiliated companies,*

**d.** *All kinds of acquisitions and sales of affiliates, changing the legal framework of business and organizational units, especially transformations, mergers, separations, company incorporations by assignment or acquisition in companies,*

**e.** *Changing the headquarters of the company, acquiring or selling immovables or transferring commercial enterprise in a substantial amount of 3 Million Dollars and above,*

**f.** *Material changes with respect to the planning, reporting, control, risk management or accounting method and processes,*

**g.** *New material investments with a value exceeding 3 Million Dollars, purchase and sale of company immovables or commercial enterprises in a way that will cause a change in the field of activity of the company,*

**h.** *Signing agreements with a value more than 10% of the annual turnover of the company,*

**i.** *Other business activities and transactions that may cause an extraordinary impact or pose an extraordinary risk in relation to the core business activities of the company, which may cover a cost or risk of USD 3 million or more.*

*If the period that will elapse until presentation of the matters listed above to the Board of Directors' approval will create a threat rather than a benefit to be gained, the Executive Committee may take a decision and implement it immediately. In such cases, the Chief Executive Officer shall manage this process in coordination with the Chairman of the Board of Directors. The Executive Committee may not take a decision by relying on this section in relation to any matters exclusively reserved for the Board of Directors pursuant to the Turkish Commercial Code.*

*The Board of Directors may, at any time, identify any other reserved matters required to be presented to their approval.*

**Article 13 : Meetings of the Executive Committee**

- 1. The Executive Committee members regularly convene at least once a month and as required by the company interests.*
- 2. The Chief Executive Officer determines the place, time and agenda of the meeting, and, if any, guest participants, by considering also the proposals of the other members of the Executive Committee and calls the relevant Executive Committee Members for a meeting with a reasonable prior notice. If the members of the Executive Committee will not be able to attend the Executive Committee meeting for any valid reason, they shall inform the Chief Executive Officer and notify the manager from their areas of responsibility designated as their proxies. The members of the Executive Committee may propose for the attendance of guest(s) in the meetings as may be necessary for the discussions to be held and decisions to be taken. The Chief Executive Officer decides on the attendance of such guests in the meetings.*
- 3. The Executive Committee convenes electronically or face to face under the chairmanship of the Chief Executive Officer. Meeting notes are electronically shared with the relevant members.*
- 4. In case of urgencies, decisions may also be taken by voting that will be conducted through exchange of letters, or via the means of communication used for long-distance correspondences or calls (fax, telephone, video conference, etc.). The meeting procedure and the decision results are stored and communicated to the members of the Executive Committee.*
- 5. The matters presented to the Executive Committee are prepared in the form of documents containing sufficient written justification and the draft decision proposed to be taken. As a rule, each member of the Executive Committee is expected to distribute to all Executive Committee members the decisions proposed to be taken in order to allow the committee members to get adequately prepared in relation thereof, at least two days before the date of meeting, except for urgent matters.  
The proposing member(s) assure that all relevant departments are involved in the preparation of the basis for the proposal and for the relevant decision in order to ensure that each decision taken is effective on the strategic and financial goals of the company.  
If a member of the Executive Committee dissents from a decision taken by an Executive Committee member in part or in whole, such dissent is entered into the minutes.  
The proposals for investment decisions should be submitted to the Deputy General Manager (Finance and Supply Chain) before they are proposed to the Executive Committee.*
- 6. For any matters that are beyond the scope of the individual powers and responsibilities of each Executive Committee Member and subject to the joint decision of the Executive Committee, utmost efforts shall be made to ensure that the related decisions are taken unanimously by the members present in the meeting. The members of the Executive Committee must try any and all reasonable means in order to achieve the desired consensus. If a consensus cannot be reached, decisions are taken by the simple majority votes of the members present in the meeting. The proxy member attending the meeting pursuant to article 13.2. of this Internal Directive shall also participate in the voting. In the event of a tie of votes, the Chief Executive Officer also has an additional voting right. The Chief Executive Officer shall veto the decision taken and refer the issue to the Chairman of the Board of Directors if the matter voted by him has received a minority of the votes. In such cases, the Chairman of the Board of Directors shall determine how the relevant matter will be handled by the Executive Committee.*
- 7. In case of their absence for over a week, the members of the Executive Committee shall inform the Chief Executive Officer in relation thereof.*

#### **Article 14 : Accountability and Responsibility**

1. *The Chief Executive Officer exercises his power of management together with the Executive Committee within the scope of Article 367 of the Turkish Commercial Code. The Chief Executive Officer may represent and bind the company jointly with any of the members of the Executive Committee in all transactions requiring commitments for and on behalf of the Company and the Chief Executive Officer represents the Executive Committee against the Board of Directors. The Chief Executive Officer is in charge of regularly reporting the issues related with the following matters to the Chairman of the Board of Directors:*
  - a. *enforcement of the resolutions of the Board of Directors;*
  - b. *presentation to the Board of Directors of the proposals related with the issues required to be submitted for approval; and*
  - c. *important and fundamental matters, including, financial, investment or human resources planning and company profitability.*
2. *The Executive Committee informs the Board of Directors about the following topics once a year:*
  - a. *Important risks identified as a result of the risk management assessment and measures taken against such risks;*
  - b. *Material deviations or weaknesses identified in the accounting processes and internal control and risk management systems;*
  - c. *Actual material deviations from the operative planning;*
  - d. *If any, off-balance sheet transactions and deviations not included in regular reports and the relevant financial measures;*
  - e. *Any and all breaches of law committed by a member of the Executive Committee or the employees holding important positions in the company for which sanctions have been imposed regardless of the importance of the issue, including, in particular, fraud, embezzlement, or misuse of trust;*
  - f. *Transactions contrary to other legal regulations or important risks that have come to the knowledge of the Executive Committee.*

*Except for the issues listed above, daily works and affairs are not considered within the scope of such provision of information.*

#### **Article 15 : Rules for Prevention of Conflicts of Interest**

1. *While performing their duties regarding the management of the company, Executive Committee members shall not pursue their own personal interests that conflict with the company's interests.*
2. *The members of the Executive Committee shall, without delay, notify the Executive Committee of any conflicts of interest that may arise from the transactions executed by them for and on behalf of another company, no matter whether it is in the same capital group or not, as well as any and all their personal interests related with the transactions of other companies.*
3. *The principles and conditions regarding the transactions that the members of the Executive Committee will undertake either among themselves or with the persons or companies related with them must be in line with the principles and conditions generally accepted in the relevant business field.*
4. *The commercial transactions that the members of the Executive Committee will enter into among themselves or with group companies are subject to prior approval of the Board of Directors.*
5. *As a general rule, Executive Committee members may undertake administrative or honorary duties or positions in the boards of directors and supervisory boards of the other commercial enterprises except for the company only if such duties or positions are in the best interests of the company and they do not prevent the relevant member of the Executive Committee from performing their primary duties. Except for the duties to be undertaken in the group companies and/or affiliates, the acceptance of any and all additional duties requires prior approval of the Chief Executive Officer.*

**Article 16 : Amendment of the Internal Directive**

*This Internal Directive may be amended only if it is approved by the Board of Directors.*

**Article 17 : Entry into Force**

*This Internal Directive shall enter into force on the date of registration.*

**Annex: Executive Committee Tasks Distribution Plan.**

**Annex- Executive Committee Tasks Distribution Plan**

<p><b>General Manager - Chief Executive Officer</b></p>	<p><i>Responsible for: management of the company and execution of the decisions and policies, representation of the Executive Board before the Board of Directors, and implementation of the duties and directions given by the Board of Directors, representation of the Company before third parties acting in the capacity of employer representative, ensuring effective communication and coordination among all Deputy General Managers, making and ensuring the implementation of the decision that suits best to the interests of the company in case of conflicts of interest, evaluation of the opportunities affecting future of the company and encountered dangers, and giving information to the Board of Directors accordingly, ensuring that Company's mission and vision are adopted and embraced by all employees, and determining short, medium- and long-term targets for the Company to grow profitably and steadily.</i></p>
<p><b>Deputy General Manager - Composites</b> <b>Deputy General Manager - Europe, Middle East, Africa (EMEA)</b> <b>Deputy General Manager - Asia, Pacific (APAC)</b> <b>Deputy General Manager - North and South America</b></p>	<p><i>Responsible for all operations and functions of the country/ region that he is responsible for within Kordsa, in order for such operations and functions to be managed more effectively, accurately and efficiently, designing and implementing business strategies, plans and procedures in the relevant region of Kordsa, setting comprehensive targets for performance and growth, and creating policies that encourage the corporate culture and vision. Takes responsibility in analyzing and evaluating monthly reports in order to monitor profitability and efficiency, and in determining short or long-term goals in order for the operations in the relevant region of Kordsa to rise in a balanced and profitable manner. Manages all the work that is done to ensure that the region is compatible with economic, financial, legal, social and technological conditions. Follows-up the operations in the region. Leads the managers to encourage employees for maximum performance and loyalty. Evaluates performance by analyzing and interpreting relevant data and shares the relevant reports with CEO on all important issues. Follows the purchasing activities in</i></p>

	<p><i>the region. Takes part in the process in relation to the growth activities (investments, acquisitions, etc.) and relationships with partners / vendors.</i></p> <p><i>During his duty in the region; in addition to his responsibilities as the Regional Deputy General Manager (COO), he also takes part in the execution of the strategies developed by the senior management team and in the creation of new strategies.</i></p>
<p><b>Deputy General Manager - Finance and Supply Chain</b></p>	<p><i>In order for Kordsa to realize its goals in line with its strategic goals, it ensures the planning and compliance of all functions within the scope of the supply chain, while at the same time develops its financial strategies.</i></p> <p><i>Manages the determination of company strategies and corporate planning. Performs annual and periodic budget analysis and suggestions based on its goals. Manages risk management, budgeting and taxation activities. Develops financial policies and strategies in order for the financial systems of the company to be strong, compliant and to support both current operations and future growth.</i></p> <p><i>Analyses the company's balance sheet, profit and loss statements, and creates financial risk and competitor analysis. Determines the improvements that can be made by evaluating the financial processes or transactions of the company.</i></p> <p><i>Ensures that strategic decisions are taken with a high profitability and efficiency understanding, in matters such as strengthening risk management, investments and resource management in order to increase the performance and added value of the company.</i></p> <p><i>Controls and monitors the activities carried out in the supply chain process. Manages strategic planning processes in a way to balance demand and supply in order to achieve the most efficient results in the supply chain.</i></p>
<p><b>Deputy General Manager - Human Resources, Legal and Information Technologies</b></p>	<p><i>Takes part in the planning and execution of Kordsa's human resources policies and programs. Follows Kordsa's information technology projects on a global scale, works in coordination with the manager of Global Information Technologies and makes decisions regarding the processes of system development and projects in the regions.</i></p> <p><i>Responsible for the preparation and updating of Human Resources policies and procedures. Manages the process of implementing appropriate programs by following the trends in the human resources sector and determining the right needs within the company regarding training and development. Determines the main strategy of the process by guiding the Human Resources teams in line with the company culture and goals with respect to the experiences of the employees in the company from the moment of</i></p>

	<p><i>recruitment. Manages international assignment, in-house career planning and backup systems. Manages Kordsa's global cultural activities. Develops strategies to provide equal opportunities for the employees on a global scale by examining the analyses and reports in all regions of Kordsa.</i></p> <p><i>Works in coordination with the legal department and takes part in the efficient management of the company's legal issues. Responsible for the continuation of its activities in accordance with the legal regulations of the countries where the company operates. Ensures that relevant stakeholders are correctly informed on related issues. Ensures that the company activities are carried out within the framework of ethics and compliance rules. Takes part in the follow-up of legal risks associated with business strategy and operations.</i></p> <p><i>Responsible for tracking Kordsa's global IT activities. Involved in the creation of an advanced digital vision for the company, and the creation of strategies in competitive technology solutions. Responsible for reviewing reports containing technology risks and evaluating required recovery / backup activities. Oversees the annual IT budget and ensures cost effectiveness. Evaluates new and / or replacement hardware and software purchasing decisions.</i></p>
<p><b>Deputy General Manager - Global Sales and Market Development</b></p>	<p><i>Responsible for realizing the objectives of Kordsa in line with its strategic goals, determining new business opportunities and projects by conducting sector and market research, establishing sustainable customer relations and making process improvement studies. Deals with and manages all global sales channels of Kordsa and ensures a sustainable sales environment.</i></p> <p><i>Responsible for initiating new projects with globally contacted producers, especially in strategic customer segments of Kordsa, managing the portfolios carried out and managing the operations carried out to achieve the expected profitability targets.</i></p> <p><i>Develops sales and market development policies that will increase the performance and added value of the company, and ensures that strategic decisions are taken with a high profitability and efficiency understanding in matters such as investments and resource management.</i></p> <p><i>Develops strategies for expanding market areas and creating sales channels by creating new market areas.</i></p>
<p><b>Global Technology Director</b></p>	<p><i>Undertakes the main responsibilities of all global technology functions of Kordsa such as new product and process development, project portfolio management and intellectual property management.</i></p>

	<p><i>Coordinates with Tire Reinforcement, Chemicals and Laboratories, Industrialization and Approvals, Global Engineering, Construction Reinforcement, Thin Film and Flexible Electronic Platforms, that are under the technology function and where processes related to Kordsa's main business lines are managed, responsible for the project management, new product development and effective management of the intellectual property rights portfolio. Apart from this, it ensures the execution of R&amp;D activities on the journey of turning Kordsa into an advanced material company and the development of external collaborations with the Market Development and Business Development Team. In line with the goals of Kordsa, it develops strategies for the development and commercialization of new products for the similar industries that will provide added value to the company. Takes part in the management of the portfolio for the new products and process innovation management processes.</i></p>
<p><b>Strategy, Business Development Director and Construction Business Unit Leader</b></p>	<p><i>In line with the global vision and strategic goals of Kordsa and strengthening its empowering position; Initiates the drives regarding the creation and realization of growth strategies in Tire, Composite, Construction Business Units and new business fields and the strategic transformation of Kordsa, manages and implements the relevant project portfolio in line with the time plan and goals.</i></p> <p><i>Ensures the necessary coordination with the teams of Strategy and Business Development Unit and Construction Business Unit and related functions, and ensures that initiatives are managed in accordance with the budget and company goals. Plays an active role in communicating the determined company strategic priorities and transferring them to company levels through SPP and / or target management systems.</i></p> <p><i>Makes necessary studies regarding macro trends, tendencies, customer needs, competition dynamics and all other necessary studies to determine potential new business areas; creates the road map for entering the determined priority business areas and coordinates the necessary organic / inorganic growth steps and implements them.</i></p> <p><i>Responsible for the coordination and execution of all processes with respect to company / asset / facility purchases that are aimed to be realized in line with the strategic priorities of Kordsa, as well as the processes necessary for the compliance of the relevant companies with the processes of Kordsa, following the purchase.</i></p> <p><i>Supports the improvement of Strategy and Business Development and other related processes and</i></p>

	<i>development of the systems, plays a critical role in the correct and effective management of the company portfolio. Follows trends and best practices in strategic planning, acquisition and merger processes and similar matters.</i>
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*3 Internal Directive on Representation and Binding consisting of 7 Articles and Annex consisting of 17 Articles: Internal Directive of the Board of Directors and Executive Board and its annex Annex: Executive Board Task Distribution Plan At the meeting of Kordsa Teknik Tekstil Anonim Şirketi dated March 26<sup>th</sup>, 2021, numbered 2021/11 is adopted, Ankara has been registered at the Trade Registry Directorate 05.04.2021 same date entered into force as the Turkey Trade Registry Gazette April 5<sup>th</sup>, 2021 date 1009, 1010, 1011 number, was announced in events and 1012'inc page.*