



COCA-COLA İÇECEK A.Ş.

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Coca-Cola İçecek A.Ş.
Board of Directors Sustainability Committee
Charter

This Charter is accepted by the Board's resolution dated April 19,2024 numbered 21.

Prepared by: Committee	Controlled by: Legal & Finance Departments	Approval: Board
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COCA-COLA İÇECEK A.Ş.

BOARD OF DIRECTORS SUSTAINABILITY COMMITTEE

CHARTER

("Charter")

I- GENERAL PRINCIPLES

Mission:

Article 1: The Board of Directors Sustainability Committee ("**Committee**") assists the Board of Directors ("**Board**") of Coca-Cola İçecek A.Ş. ("**Company**") in fulfilling its responsibilities concerning, but not limited to: **(i)** the sustainability strategy, policies and targets and **(ii)** the Company's performance in Environmental, Social, Governance ("**ESG**") matters.

Scope:

Article 2: The Committee oversees the Company's policies and programs and related risks to the Company that concern certain legislative, regulatory and public policy matters on environmental and social areas which might affect the Company's business, its shareowners, the broader stakeholder community or the general public.

Article 3: The Committee is guided by the prioritization of the long-term, the Company's clear definition of its corporate purpose, the incorporation of sustainability into the strategic vision of the Company and its integration to its operations. The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in Section II of this Charter.

Article 4: Unless explicitly provided otherwise, the Committee supports the Board through preparatory and supporting activities and issues proposals and recommendations to the Board.

Composition & Attendance & Term of Office

Article 5: The Board appoints the Committee members at the first Board meeting following the General Assembly meeting in which the Board members are elected. The Committee serves until the next election of the Board. Termination of the membership of any Committee member is at the discretion of the Board. The Board appoints a new member for completing the term of office upon termination of the Committee membership, resignation or death of any Committee member.

Article 6: The Committee is composed of at least three (3) members selected among the members of the Board.

Article 7: The Committee members select a chair among them.

Article 8: AG Anadolu Grubu Holding A.Ş. ("**Anadolu Group**") Corporate Affairs, Communication and Sustainability President, CCI Chief Corporate Affairs & Sustainability Officer, CCI Head of Sustainability, CCI Chief Financial Officer, CCI Head of Treasury and Investor Relations, CCI Chief Executive Officer are non-voting participants of the Committee. CCI Head of Sustainability is expected to act as the Committee Secretary.

Article 9: The Board Chair shall be invited to all Committee meetings and has the right to be a permanent non-voting participant.

Article 10: The Committee may invite to its meetings other Board members, external and / or internal subject matter experts, Executive Committee Members or such other persons the Committee deems appropriate in the suggested agenda.

Meetings & Application Principles

Article 11: The Committee shall convene at least two (2) times per annum or more frequently as circumstances dictate and at the request of any of its members.

Article 12: Committee members can hold meetings via conference calls or telephone.

Article 13: The Committee makes decisions through a majority vote. In the case of an equality of votes on any issue, the Committee Chair shall have the casting vote.

Article 14: The Committee Secretary prepares the agenda which must be approved by the Committee Chair.

Article 15: Minutes of the proceedings of the Committee shall be prepared by the Committee Secretary, approved by the Committee Chair and validated by meeting attendees. Minutes of the meeting shall be signed by the Committee Chair and the Committee Secretary and retained with the corporate records of the Company. The minutes are distributed among the members of the Committee, copied to the Board Chair and made available to all other Board members. Meeting minutes should include information about the meeting place and time, agenda, the discussed topics at the meeting and taken decisions.

II. DUTIES AND RESPONSIBILITIES

The Committee has the following responsibilities:

Article 16: Strategy Review and recommend to the Board for approval the Chief Executive Officer/Executive Committee/ Chief Corporate Affairs & Sustainability Officer's proposal for the Company's ESG strategy, targets and policies, ensuring the long-term sustainability of the Company, aligning financial interest, business strength and the Company's role in creating value along the triple bottom line of economic performance, environmental quality and social responsibility.

Article 17: Environmental Matters Review, comment and provide guidance on the Company's plans and actions with regard to environmental areas of responsibility including, but not limited to: climate change related matters, such as renewable energy investments, logistic optimizations, cooler initiatives and sustainable agricultural procurement; the Company's progress towards ensuring responsible packaging, such as increase in recycled PET ("rPET") usage ratio, returnables and packageless solutions as well as collection schemes; and water management in plants, communities and water basins to increase water security where we operate.

Article 18: Social Matters Reviews, comment and provide guidance on the Company's plans and actions with regards to social areas of responsibilities including, but not limited to, human rights along the value chain, and Company's diversity and inclusion management related policies, procedures, metrics including diversity, equity and inclusion.

Article 19: Metrics and Performance Review and recommend to the Board for approval and periodically review the Company's **ESG metrics and ESG reporting standards** as proposed by the Chief Executive Officer/Executive Committee/ Chief Corporate Affairs & Sustainability Officer and quarterly review the Company's performance against those metrics.

Article 20: Reporting Periodically discuss how other material non-financial issues affect financial performance and how the Company's long-term strategy relates to its ability to create shared value. Review sustainability reporting (including ESG reports & indices and the sustainability-related parts of the integrated annual report) with regard to accuracy, completeness and compliance of measured disclosures to the extent they are subject to assurance, and submit for approval to the Board.

Article 21: Risks and Regulatory Developments Review risks arising from issues falling within the scope of the ESG matters and, where necessary, provide assistance to the Board on the relative practices to ensure risks are managed and mitigated. Review and receive regular updates on regulatory developments relating to ESG matters and their applicability to and impact on the Company, review a timely set-up of required internal processes and policies to ensure compliance with any such applicable laws.

Article 22: Stakeholder Engagement and Requests Ensure that the interests of relevant stakeholders are included in the Company's ESG strategy, targets and policies. Ensure there is an effective dialogue with the relevant stakeholders, which dialogue is facilitated by management.

III. OTHER CONDITIONS

Responsibilities Due to Law and Regulations

Article 24: The Committee makes recommendations to the Board and such recommendations do not eliminate responsibilities and duties of the Board that derives from Turkish Commercial Code(Ref: Article 25 Paragraph 9 of the CMB Communiqué Series:X, No:22).

Article 25: This Charter can be amended by the Board's resolution.

Enforcement

Article 26: This Charter is approved by the Board's resolution dated April 19, 2024 and numbered 21 and entered into force as of April 19,2024.