

Additional Explanations Regarding Corporate Governance Practices

Ethics, compliance and governance are key issues which underpin all our activities, wherever we operate, and act as the foundations of our business success.

Robust corporate governance has always been of utmost importance for Koç Holding's long-term success.

Koç Holding Board of Directors (BoD) manages and represents the Company through its strategic decisions, taking into consideration particularly long-term interests in light of keeping the Company's risk-growth-profits balance at the most appropriate level through a rational and cautious risk management approach. Our BoD determines Koç Holding's strategic goals, identifies the human and financial resources needed to achieve them, and oversees the performance of management and the BoD through quarterly strategic meetings.

Detailed information on corporate governance is provided in our 2024 Annual Report pg. 340-352. This document contains further information regarding our corporate governance practices.

Board Structure

The Board of Directors consists of 12 members (11 non- executive and 1 executive member being the CEO Levent Çakıroğlu) in accordance with the definition made in the Capital Markets Board (CMB) Corporate Governance Principles. Non-independent members compose 67% of the Board. As of end of 2024, there are three women, yet as per the Board Diversity Policy adopted in March 2021, Koç Holding aims to keep the ratio of the women in the Board of Directors at least 30% at all times.

At Koç Holding, the Board makes a self-assessment regarding its performance on an annual basis. As such, in 2024, the board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.

According to Article 11.2 of the Koç Holding Articles of Association; members of the Board of Directors can be elected for a maximum term of three years and any Director whose term of office is over may be re-elected. However, the three-year duration stated in the articles of association indicates the maximum allowance, in practice for many years the elections are made on an annual basis, i.e. for a term of only one year. As such, all Board Members on duty in 2024 were elected for one year at the General Assembly dated 18 April 2024 to serve until the General Assembly where the operations of 2024 were discussed.

The remuneration principles for the board of directors and key executives of the Company are determined by the "Koç Holding A.Ş. Remuneration Policy for the Board of Directors and Executive Management" ("Remuneration Policy"). Koç Holding discloses the total compensation paid in accordance with the Remuneration Policy in its financial and annual reports as well as in its annual ordinary general assembly meeting, where the Remuneration Policy is submitted to the approval of the shareholders together with the payments made thereof. The Remuneration Policy does not contain change in control provisions for the foregoing and as such, Koç Holding does not implement any other mechanisms not defined in the policy, such as golden parachute.

For detailed information on Board structure, activities and committees, please see 2024 Annual Report p. 176-185.

Shareholders

Shareholder rights are regulated by the principles in Turkish Commercial Code, capital markets regulations and the Company's Articles of Association.

According to Article 15 of the Koç Holding Articles of Association, unless a higher quorum is required as per the Articles of Association, the meeting and decision quorums in all meetings of the general assembly shall be governed by the provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board. Thus, ordinary decisions are adopted through the simple majority of a quorum representing at least 25% of the issued capital, and decisions to amend the articles of association must be adopted by the simple majority of a quorum representing at least half of the issued capital (unless a more specific provision of the law applies to the proposed amendment), and there is no supermajority vote requirement for the amendment of the Articles of Association.

The procedure for voting at the general assembly meetings is announced to shareholders at the start of the meeting. The company refrains from practices that will complicate voting rights and all shareholders, including those in foreign countries, are provided with the opportunity to cast their votes physically or electronically in the simplest and most appropriate way.

In general assembly meetings, Group A shares all have two voting rights per share, and Group B shares all have one vote per share, provided however, all shares only have one vote per share in decisions pertaining to the amendments to the articles of association, acquittal and initiation of lawsuits for liability. Articles of Association do not contain any provisions enabling cumulative voting method.

Koç Holding complies with the provisions of the Turkish Commercial Code and does not limit shareholders' right to call general assembly meetings. Accordingly, shareholders holding 5% of the issued capital may request the board of directors to convene a general assembly meeting, or the addition of an item to the general assembly agenda. As Koç Holding is required to publicly disclose its general assembly agenda with the invitation letter 3 weeks prior to the general assembly meeting (excluding the publication and the meeting dates), requests regarding any additions to the general assembly agenda must be conveyed before such date.