

WORKING PRINCIPLES OF KOÇ HOLDİNG A.Ş. NOMINATION AND REMUNERATION COMMITTEE

1. ESTABLISHMENT

The Company's Board of Directors established the Nomination and Remuneration Committee at the Board meeting of July 17, 2012. The role of this Committee was defined as the provision of advice to the Board of Directors for the purpose of improving the corporate governance practices on the issues of nomination and remuneration of Board members and key executives of the Company under the relevant provisions of the Corporate Governance Principles of the Capital Markets Board of Turkey (CMB).

2. PURPOSE

To fulfill the requirements of the CMB's relevant Communiqué regarding the nomination of Board members and remuneration of the key executives.

3. DUTIES AND RESPONSIBILITIES

The duties of the Nomination and Remuneration Committee are as follows:

- To evaluate the system for the election, assessment and training of appropriate candidates for the Board and key executives and to set the relevant policies and strategies.
- To evaluate the candidate proposals for independent membership, by considering whether the candidate meets the independence criteria, to report its evaluations and submit its report to the approval of the Board,
- In the event of vacancy for independent board membership, the Committee shall make an evaluation for the election of independent members to the vacant positions to ensure that the minimum number of independent Board members is met until the first upcoming general assembly meeting and shall notify the of the result of its evaluation.
- To regularly assess the structure and efficiency of the Board and to advise the Board on any changes that could be made.
- To monitor the approach, principle, and implementation of systems related to the career planning and performance evaluation of Board Members and of senior executives.
- To make recommendations for the remuneration of Directors and the senior executives, taking into consideration the Company's long-term goals, and to supervise the same.
- To determine the performance assessment criteria for the Company and the Board Members, which criteria will be used in the remuneration process, the assessment of the Board Members' performance to be based on the assessment of the Company's performance.
- To submit its recommendations to the Board on the remuneration to be paid to Board Members and to senior executives, in light of the fulfillment of the performance criteria.

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

4. THE COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA

- The Nomination and Remuneration Committee is comprised of at least two members. The Chairman of the Committee shall be elected from among the independent members of the Board. The CEO/General Manager cannot be a member of the Committee.
- If the Committee is comprised of two members, both members shall be elected from amongst the non-executive members of the. If the Committee is comprised of more than two members, the majority of members shall be elected from amongst the non-executive members of the Board. If deemed necessary, persons that are not members of the Board but are experts in their fields may be elected to the Committee.
- The Board of Directors elects the members of the Nomination and Remuneration Committee following the election of the new Board of Directors itself at the ordinary meeting of the general

assembly, in parallel with the term of office of the relevant Board. The members of the Committee remain in office until a new Committee member is elected.

- All of the resources and support necessary to the committee's are provided by the Board of Directors. The Committee may invite any manager it deems necessary to its meetings and request his/her opinions.
- The Committee may obtain guidance from independent experts on the subjects requiring extra diligence. The fee for such consultancy services will be by the Company.

5. SUB-COMMITTEES

The Nomination and Remuneration Committee can establish sub-committees consisting of members elected from among its own members and/or from among third persons having experience in the relevant matter.

6. MEETINGS

- The frequency with which the Committee meets depends on the task assigned to it.
- The decisions of the Committee are advisory to the Board and the Board's decision on the subject matter in question shall be final.
- The Committee shall ensure that the Board is informed on the matters that are within its scope of authority and responsibility.
- 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.
- The Secretary General is responsible for preparing and keeping the reports. Meeting minutes are submitted for the convenience of the Committee members and archived.

8. EFFECTIVENESS

The working principles of the Nomination and Remuneration Committee have been approved by the Board resolution of July 17, 2012 and revised by the Board resolution of March 22, 2019 and April 25, 2022. The Board of Directors can revise and update the working principles as necessary.