

## **KOÇ HOLDİNG A.Ş. DIVIDEND POLICY**

Our Company conducts a Dividend Policy within the framework of the provisions of the Turkish Commercial Code, Capital Markets Legislation, Tax Regulations and other relevant legislation as well as the provisions of our Articles of Association governing the distribution of profits. In line with the Corporate Governance Principles, balanced and accurate policy is followed between the benefits of the shareholders and the Company.

In principle, as long as the relevant regulations and financial possibilities allow, by taking into consideration of the market expectations, long-term strategy of our Group, the capital requirements of our Company, our affiliates and subsidiaries, our investment and financing policies, profitability and cash position, minimum 5% of distributable profit calculated under Capital Markets Board regulations shall be distributed in cash.

Pursuant to Article 19 of our Articles of Association, no more than 2% of the amount remaining from the pre-tax earnings after the allocation of the first series of legal reserve fund, financial obligations, and first level dividend to shareholders withheld as per the Capital Markets Legislation, is allocated to Koc Holding Pension and Assistance Foundation. Additionally, without prejudice to the first level dividend established under the Capital Markets Legislation, 3% of the amount remaining after the deduction of first series of legal reserve fund, financial obligations and 5% of the paid-in capital from the pre-tax earnings, is allocated to holders of dividend-right certificates. However the amount that will be paid to holders of dividendright certificates cannot exceed 1/10 of the amount remaining from the net profit after the deduction the first series of legal reserve fund and first level dividend to shareholders established under the Capital Markets Legislation.

Before the allocation of legal reserves under TCC and abovementioned dividend for shareholders, no allocation shall be decided for Koc Holding Pension and Assistance Foundation and for holders of dividendright certificates, for any other reserves, or transfer to the following years and no amount shall be paid for such persons before the said dividend is actually paid to the shareholders.

It is expected to distribute dividend within a month following the General Assembly Meeting at the latest, general assembly decides the date of the dividend distribution. General Assembly or if authorized the Board of Directors may decide to pay the dividend in installments in line with Capital Markets Board regulations.

Reference to the articles of association of the company, the board of directors may distribute the dividend in advance only if the board has authorized by the General Assembly and done in parallel with the Capital Markets Board regulations.