



Doğan Şirketler Grubu Holding A.Ş.

Remuneration Policy

Doğan Şirketler Grubu Holding A.Ş. (the “Company”) *Remuneration Policy* (“Policy”) sets out the general principles and procedures regarding the remuneration, benefits, and incentive plans offered to members of the Board of Directors and senior executives *with administrative responsibilities* as defined in Capital Market Legislation.

A. General Principles and Practices

In principle, the objective of this *Remuneration Policy* is to design and implement fair, performance-based, transparent, competitive, and motivating remuneration, benefits, and incentive systems aligned with the Company’s long-term goals and business strategies, corporate governance framework, and risk management.

The *Remuneration Policy* is reviewed periodically by the Remuneration Committee (or the Corporate Governance Committee if a separate Remuneration Committee is not established due to the Board of Directors’ structure) and updated as needed.

The Remuneration Committee:

➤ Develops and oversees the principles, criteria, and practices to be used in the remuneration of Board members and senior executives with administrative responsibilities, taking into account the Company’s long-term goals, and presents its recommendations to the Board of Directors.

➤ Submits recommendations to the Board of Directors regarding the principles for determining the remuneration of Board members and executives with administrative responsibilities, taking into consideration the degree that the criteria used for remuneration are met.

The *Remuneration Policy* is presented to shareholders under a separate agenda item at the general assembly meeting, where the shareholders have the opportunity to express their views on this matter. The *Remuneration Policy* is also published on the Company’s corporate website.

B. Remuneration and Benefits

Remuneration to be paid to **Board members** in their capacity as *Board members* is decided by the general assembly. Board members, provided they are employees of the Company, may be entitled to additional payments or share-based incentive plans, by considering the function they hold, the services they provide, or the responsibilities they assume and therefore their term of office. Expenses incurred by Board members in the execution of their duties (transportation, telephone, insurance, etc.) may be covered by the Company.

Independent Board members are not entitled to dividends, share-based incentive plans, or performance-based payment plans. The remuneration of independent Board members is decided by the general assembly, ensuring that the remuneration is determined at a level to protect their independence.



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In addition to receiving remuneration in their capacity as *Board members*, **the Board members holding executive roles** are entitled to payments offered to senior executives with administrative responsibilities as detailed below. Board members who assume specific duties beyond their role as *Board members* to contribute to the Company's operations may receive additional fees and bonuses, as well as certain benefits, in addition to the remuneration determined by the general assembly.

Senior executives' remuneration consists of two components: fixed and variable (performance-based).

Fixed salaries are determined by considering several criteria, including the Company's financial standing and internal balances, international standards, legal obligations, macroeconomic data, and the salary practices prevailing in the market alongside the executives' education level, role and responsibilities within the organization, and evaluation of their professional knowledge, skills, and competencies.

The purpose of **variable (performance-based) remuneration** management is to achieve sustainable business goals, encourage and reward high achievement, and establish a goal-oriented performance mindset. Senior executives are evaluated objectively, independent from personal decisions and practices, based on their contribution (performance) to the Company's long-term goals and business strategies, and financial and/or non-financial success, particularly in environmental, social, and corporate governance aspects.

In the event that Board members or senior executives leave the Company, they may be entitled to severance pay depending on their tenure as a Board member or senior executive, their contributions to the Company, and the salaries and bonuses paid within the past year.

In addition to fixed and variable salaries, certain fair and competitive *benefits* (share-based incentive plans, other cash or non-cash payments, etc.) may be provided in line with market conditions.

C. Incentive Plans

Depending on their contribution to the Company's financial and non-financial performance, share-based incentive plans may be offered to Board members, senior executives, or employees under terms, timing, and method determined by the Board of Directors. The purpose of these plans is to support the Company's success by motivating and rewarding employees designated as *key executives* by the Board of Directors, attracting potential talent to the Company, and retaining existing talent within the Company.

The Board of Directors is responsible for creating, implementing, managing, updating as needed, or terminating incentive plans.