

THE WORKING PRINCIPLES OF TÜRK TELEKOMÜNİKASYON A.Ş.

NOMINATION AND REMUNERATION COMMITTEE

1. INCORPORATION

As per the resolution of the Board of Directors dated 17.06.2022 and numbered 56 the Nomination and Remuneration Committee has been formed under the Board of Directors within the scope the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 03/01/ 2014.

2. DEFINITIONS

The following terms mentioned in the Working Principles of Türk Telekomünikasyon A.Ş. Nomination and Remuneration Committee refer to;

CMB: Capital Markets Board

Communiqué: Corporate Governance Communiqué No: II-17.1 published in the Official Gazette No: 28871 on 03/01/2014 by the Capital Markets Board

Corporate Governance Principles: The principles which are attached to the Corporate Governance Communiqué and taken as the basis for the corporate governance structures and processes to be determined by listed companies.

Company: Türk Telekomünikasyon A.Ş.

Committee: The Nomination and Remuneration Committee of Türk Telekomünikasyon A.Ş. Board of Directors.

Executives with Administrative Responsibility: As defined by the Disclosure Policy of the Company, the members of the Company's Board of Directors and the individuals who are not a member of the Board of Directors, but have direct or indirect regular access to insider information of the Company, and are authorized to take managerial decisions which impact the Company's future development and commercial targets, and the members of the board of directors of the Company's affiliates which represent 10% or more of total assets as per the latest annual financial statement issued in accordance with the CMB and Company rules.

Board of Directors: The Board of Directors of Türk Telekomünikasyon A.Ş.

3. PURPOSE

The purpose of the Committee is to fulfil the duties of the "Nomination Committee" and the "Remuneration Committee" specified in the Communiqué.

4. THE COMMITTEE STRUCTURE

- The Committee shall be incorporated and authorised by the Board of Directors in accordance with the Company's Articles of Association and the CMB rules.

- The Committee shall consist of at least two (2) members. In case there are two (2) members, both of them, and in case there are more than two members, the majority of them shall comprise of non-executive members of the Board of Directors.
- If necessary, experts who are not a member of the Board of Directors may be appointed to the Committee, but the majority of the members shall comprise of the members of the Board of Directors.
- The chairman of the Committee shall be elected by the Board of Directors amongst the independent board members.
- Chief Executive Officer/General Manager of the Company shall not have a duty in the Committee.
- The Committee may invite and ask Company executives' opinions, when deemed necessary.
- The Committee may receive consultancy from independent experts when necessary on subjects in relation to its operations. In such a case, the fee for the consultancy services required by the Committee shall be paid by the Company.
- All of the resources and support necessary for the Committee's execution of its tasks shall be provided by the Board of Directors.

5. DUTIES AND AUTHORITIES OF THE COMMITTEE

Provided that the final decision resides with the Board of Directors; the Committee shall;

- determine the candidates suitable for the positions of members of the Board of Directors and executives with administrative responsibility, create a transparent system for the evaluation and training of such candidates and perform studies to determine the policies and strategies in this regard.
- evaluate the structure and productivity of the Board of Directors regularly and advises to the Board of Directors about possible amendments in this respect.
- evaluate candidate proposals of the Board of Directors and investors for the independent board member position, considering whether the candidate meets the independence criteria and submit its evaluation in a report for the approval of the Board of Directors.
- In case of a vacancy in the independent board member position for some reason, in order to reinstate the minimum number of independent board members, submits assessments in writing for the temporary appointment of independent board members in order to assure continuity of duties until the first upcoming General Assembly Meeting to be held.
- determine and supervise the principles, criteria and implementations to be used in the remuneration of the members of the Board of Directors and the executives with administrative responsibility, considering the long-term targets of the Company.
- prepare the Remuneration Policy of the Company and submit the policy to the Board of Directors.
- submit its advices with respect to the remuneration of the members of the Board of Directors and the executives with administrative responsibilities, considering the achievement of the criteria used in remuneration.
- present the information on its work and the reports comprising the meeting results to the Board of Directors in the first upcoming meeting of the Board of Directors following the relevant Committee meeting.

6. COMMITTEE MEETINGS

- The Committee shall meet in the frequency as per its assigned duties but at least twice (2) a year.
- The meetings are held at the Company's headquarters or at another place that the Committee members can easily access.

- Chairman of the Committee may change the date, time and the place of the meeting by informing Committee members in advance.
- Chairman of the Committee shall invite the Committee members via the General Secretariat of the Board of Directors.
- The meeting and decision quorum are the presence of majority of total Committee members. When the Committee is composed of two members, the meeting and decision quorum is the presence of both members. In case that the unanimity is not achieved the resolution of the Board of Directors shall be required.
- The Committee submits its decisions to the Board of Directors on an advisory basis, the Board of Directors is the final decision maker on the relevant matters.

7. SECRETARIAT

- Secretarial works of the Committee shall be performed by the General Secretariat of the Board of Directors
- Decisions of the Committee shall be kept in a minutes book.
- Meeting minutes shall include at least the following items:
 - Date of the Meeting
 - Agenda
 - Information about the topics discussed during the meeting
 - Decisions resolved.
- The General Secretariat of the Board of Directors is responsible for preparing and keeping the meeting minutes.
- The minutes shall be archived after the submission to the Committee members.

8. ENFORCEMENT

This document with regard to the working principles of the Committee and any amendments thereto shall be effective by the resolution of the Board of Directors. Updating such working principles is under the authority of the Board of Directors.

The Working Principles of Türk Telekomünikasyon A.Ş. Nomination and Remuneration Committee has been approved and has become effective by the resolution of the Board of Directors dated 17.06.2022 and numbered 56.