

INVEO YATIRIM HOLDING AŞ
REMUNERATION POLICY

1. PURPOSE

The purpose of this Policy is to regulate the principles of remuneration policy for the members of the Board of Directors and executives with administrative responsibilities in accordance with the Capital Markets Law No. 6362 and Corporate Governance Communiqué (II-17.1).

2. SCOPE

This policy covers the members of the Board of Directors and managers with administrative responsibilities.

3. PROVISION

This policy has been prepared in accordance with the Corporate Governance Communiqué (II-17.1).

4. DEFINITIONS

In this policy the terms used are as follows;

Law Capital Market Law No. 6362,

Board: Capital Markets Board (CMB),

Managers with Administrative Responsibility: Executives other than the members of the Board of Directors determined in the Company's Disclosure Policy

means.

5. RESPONSIBILITIES

The Remuneration Policy, which determines the principles of remuneration of board members and managers with administrative responsibility, is resolved by the Board of Directors. The Remuneration Policy should also be submitted to the shareholders as a separate item on the agenda of the General Assembly meeting and shareholders should be given the opportunity to express their opinions on this matter.

The principles, criteria and practices to be used in the remuneration of the members of the Board of Directors and managers with administrative responsibilities are determined by the Remuneration Committee or the Corporate Governance Committee, taking into account the long-term goals of the Company. While determining the principles of remuneration, care is taken to ensure a balance between the wages paid by taking into account the characteristics of the job such as importance, difficulty and

responsibility, to ensure the wage balance within the company and among other companies in the sector and to ensure competitiveness in the market and to be fair, objective, appreciating high performance, competitive and rewarding.

6. BASIC PRINCIPLES AND PRINCIPLES REGARDING REMUNERATION

The company may not lend money, provide any credits, extend the terms of existing loans and credits or improve the conditions thereof, and to provide credit under the name of any personal credit means through a third person or to provide warranties such as surety to a member of the Board of Directors or managers with administrative responsibilities.

6.1. PRINCIPLES OF REMUNERATION OF THE BOARD OF DIRECTORS

The General Assembly is authorised to decide whether or not to pay remuneration to the members of the Board of Directors, and if so, to determine the amount of remuneration on the basis of each member. The General Assembly may differentiate the remuneration to be paid to the members according to their duties and functions, or may decide not to pay remuneration to some members. It is essential that the remuneration of the independent members of the board of directors be at a level to protect their independence, and dividends, share options or payment plans based on the company's performance cannot be used. Decisions regarding the remuneration of the members of the Board of Directors are taken at the ordinary General Assembly meeting of the Company organised every year. It is essential that the fixed remuneration to be paid to the members of the Board of Directors of the Company is in line with the ethical values, internal balances and strategic targets of the Company and is not associated with short-term performance such as profit or income. The members of the Board of Directors are paid on a pro-rata basis, taking into account the time they have been in office as of their appointment and resignation dates. Expenses incurred by the members of the Board of Directors due to their contributions to the Company (transport, telephone, accommodation, insurance, representation, etc. expenses) may be covered by the Company.

6.2. REMUNERATION PRINCIPLES FOR MANAGERS WITH ADMINISTRATIVE RESPONSIBILITY

The remuneration of the Company's executives with administrative responsibility consists of two components: fixed and variable.

Fixed Wage Payments: It includes regular monthly cash payments made to executives with administrative responsibilities. Fixed remuneration is determined by taking into consideration the wage levels prevailing in the market, the size of the company, internal balances, strategic targets,

macroeconomic data, qualifications, performance and positions of the executives. It is essential that fixed salaries are not linked to short-term performance such as profit or revenue.

Variable Remuneration Payments: It includes all kinds of cash and non-cash payments other than fixed remuneration such as premiums, bonuses and commissions made according to the performance of managers with administrative responsibilities. Although it is possible for the Company to make performance-related payments to executives with administrative responsibilities, care is taken to ensure that these payments are fair and objective in a way to have a positive impact on the corporate values of the Company.