

Statement of Compliance with Corporate Governance Principles

Statement of Compliance with Corporate Governance Principles

Corporate governance activities were initiated at Vestel Elektronik Sanayi ve Ticaret AŞ (“Company” or “Vestel Elektronik”), which takes utmost care to comply with the “Corporate Governance Principles” of the Capital Markets Board (“CMB”) in late 2004. In order to have an independent evaluation of the Company’s corporate governance practices and share the results with the public, the Company has been obtaining corporate governance rating services for the past thirteen years. Vestel Elektronik’s Corporate Governance Rating has been improving steadily since its inclusion in the BIST Corporate Governance Index in 2007. Based on the corporate governance rating study conducted by SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri AŞ (SAHA Corporate Governance and Credit Rating Services Inc.), which has been certified by the Capital Markets Board to perform corporate governance rating assessment in accordance with the Corporate Governance Principles in Turkey, Vestel Elektronik’s corporate governance rating was revised up to 9.63 (96.32%) out of a scale of 10 as of 21 February 2020. This high score yet again confirms the importance, which Vestel Elektronik attaches to corporate governance and its commitment to achieve further progress in this area.

The breakdown of the Company’s Corporate Governance Rating by sub-categories is as follows:

| Sub-categories | Weight | Rating in 2020 (%) |
|------------------------------------|-------------|--------------------|
| Shareholders | 0.25 | 94.91 |
| Public Disclosure and Transparency | 0.25 | 98.44 |
| Stakeholders | 0.15 | 99.48 |
| Board of Directors | 0.35 | 94.47 |
| Total | 1.00 | 96.32 |

The Company’s Corporate Governance Rating Reports can be accessed on the Company’s website at www.vestelinvestorrelations.com.

Vestel Elektronik carries out its activities in compliance with the applicable legislation and the Capital Markets Board’s “Corporate Governance Principles”. The Company fully complies with all the compulsory principles in the Corporate Governance Principles appended to the CMB’s Communiqué on Corporate Governance (II-17.1), and has also adopted the majority of the non-compulsory principles. No conflict of interest has been noted between the stakeholders in relation to the principles that have not yet been fully complied with.

Aware of the positive contributions that adoption of the Corporate Governance Principles brings to the Company, Vestel Elektronik Sanayi ve Ticaret AŞ continues its efforts to further improve its compliance with the Corporate Governance Principles and to comply with the non-mandatory principles that are not yet implemented.

For the period ended on 31 December 2020, the compliance with the Corporate Governance Principles that are appended to the Corporate Governance Communiqué and the explanations with regard to the principles that have not yet been complied with are included in the Corporate Governance Compliance Report, the Corporate Governance Information Form and in the other relevant sections of the annual report.

In case of a change in the Corporate Governance Compliance Report or the Corporate Governance Information Form during the reporting period, a material event disclosure will be made and the changes will also be included in the interim activity reports.

Corporate Governance Compliance Report

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS | | | | | | |
| 1.1.2-Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website. | X | | | | | |
| 1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION | | | | | | |
| 1.2.1-Management did not enter into any transaction that would complicate the conduct of special audit. | X | | | | | |
| 1.3. GENERAL ASSEMBLY | | | | | | |
| 1.3.2-The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics. | X | | | | | |
| 1.3.7-Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting. | | | | | X | There were no transactions in this scope in 2020. |
| 1.3.8-Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting. | X | | | | | |
| 1.3.10-The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions. | | X | | | | A separate item on donations and grants is included in the agenda of the Annual General Meeting. Detailed information on the amount of donations made and the beneficiaries are provided to shareholders upon request at the Annual General Meeting. The implementation is planned to continue in this vein in the following AGMs. |
| 1.3.11-The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 1.4. VOTING RIGHTS | | | | | | |
| 1.4.1-There is no restriction preventing shareholders from exercising their shareholder rights. | X | | | | | |
| 1.4.2-The company does not have shares that carry privileged voting rights. | X | | | | | |
| 1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control. | | | | | X | The Company has no cross-shareholding relationship which brings a controlling relationship. |
| 1.5. MINORITY RIGHTS | | | | | | |
| 1.5.1-The company pays maximum diligence to the exercise of minority rights. | X | | | | | |
| 1.5.2-The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights. | | | X | | | The scope of minority rights in the Articles of Association has not been expanded and no changes to the Articles of Association are planned in this regard. |
| 1.6. DIVIDEND RIGHT | | | | | | |
| 1.6.1-The dividend policy approved by the General Shareholders' Meeting is posted on the company website. | X | | | | | |
| 1.6.2-The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future. | X | | | | | |
| 1.6.3-The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item. | X | | | | | |
| 1.6.4-The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company. | X | | | | | |
| 1.7. TRANSFER OF SHARES | | | | | | |
| 1.7.1-There are no restrictions preventing shares from being transferred. | X | | | | | |

Corporate Governance Compliance Report

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 2.1. CORPORATE WEBSITE | | | | | | |
| 2.1.1.-The company website includes all elements listed in Corporate Governance Principle 2.1.1. | X | | | | | |
| 2.1.2.-The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months. | | | | | X | There are no individual shareholders in the Company's direct shareholding structure who are subject to the reporting obligation. Information on individual shareholders who own capital indirectly is disclosed in the Corporate Governance/Ownership Structure section of the Company's website. |
| 2.1.4.-The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content. | | X | | | | Apart from the interim activity reports, all information that may affect the investment decisions of foreign investors is available in English on the Company's Investor Relations website. Interim activity reports are planned to be published in English within the scope of time and cost management. |
| 2.2. ANNUAL REPORT | | | | | | |
| 2.2.1-The board of directors ensures that the annual report represents a true and complete view of the company's activities. | X | | | | | |
| 2.2.2-The annual report includes all elements listed in Corporate Governance Principle 2.2.2. | X | | | | | |
| 3.1. CORPORATION'S POLICY ON STAKEHOLDERS | | | | | | |
| 3.1.1-The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles. | X | | | | | |
| 3.1.3-Policies or procedures addressing stakeholders' rights are published on the company's website. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 3.1.4-A whistleblowing programme is in place for reporting legal and ethical issues. | X | | | | | |
| 3.1.5-The company addresses conflicts of interest among stakeholders in a balanced manner. | X | | | | | |
| 3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT | | | | | | |
| 3.2.1-The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management. | X | | | | | Although there is no provision in the Articles of Association, employees are encouraged to participate in company management through internal practices (Vestel Complaint/Wish/Request Evaluation System). |
| 3.2.2-Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them. | X | | | | | |
| 3.3. HUMAN RESOURCES POLICY | | | | | | |
| 3.3.1-The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions. | X | | | | | Work on the creation of a succession plan for the key management positions of the Company (Deputy General Manager and above) was completed in 2020 and shared with the Head of Zorlu Holding's Human Resources Group to be submitted to the Zorlu Holding Board of Directors. The succession plan is planned to be submitted to the Zorlu Holding Board of Directors in 2021. The Vestel Leadership Power Program was initiated in 2021 in cooperation with Koç University for the Company's Deputy General Managers and the Vestel Management Power Program in collaboration with Boğaziçi University, for promising managers demonstrating a high performance. |
| 3.3.2-Recruitment criteria are documented. | X | | | | | |

Corporate Governance Compliance Report

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 3.3.3-The company has a policy on human resources development, and organizes trainings for employees. | X | | | | | |
| 3.3.4-Meetings have been organized to inform employees on the financial status of the company, remuneration, career planning, education and health. | X | | | | | |
| 3.3.5-Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken. | | | | | X | Employees are informed by their managers of any decisions that may affect them. There is no labor union at Vestel Elektronik. |
| 3.3.6-Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration. | X | | | | | |
| 3.3.7-Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment. | X | | | | | |
| 3.3.8-The company ensures freedom of association and supports the right for collective bargaining. | | | | | X | There is no collective bargaining agreement at Vestel Elektronik. |
| 3.3.9-A safe working environment for employees is maintained. | X | | | | | |
| 3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS | | | | | | |
| 3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction. | X | | | | | |
| 3.4.2-Customers are notified of any delays in handling their requests. | X | | | | | |

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|---|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 3.4.3-The company complied with the quality standards with respect to its products and services. | X | | | | | |
| 3.4.4-The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers. | X | | | | | |
| 3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY | | | | | | |
| 3.5.1-The board of the corporation has adopted a code of ethics, disclosed on the corporate website. | X | | | | | |
| 3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery. | X | | | | | |
| 4.1. ROLE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.1.1-The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place. | X | | | | | |
| 4.1.2-The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance. | X | | | | | |
| 4.2. ACTIVITIES OF THE BOARD OF DIRECTORS | | | | | | |
| 4.2.1-The board of directors documented its meetings and reported its activities to the shareholders. | X | | | | | |
| 4.2.2-Duties and authorities of the members of the board of directors are disclosed in the annual report. | X | | | | | |
| 4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity. | X | | | | | |
| 4.2.4-Information on the functioning and effectiveness of the internal control system is provided in the annual report. | X | | | | | |
| 4.2.5-The roles of the Chairman and Chief Executive Officer are separated and defined. | | X | | | | The Chairman of the Board of Directors and the Chief Executive Officer are different individuals. Internal regulatory work continues on the working principles of the Board of Directors, including job descriptions. |

Corporate Governance Compliance Report

| | Company Compliance Status | | | | | Explanation |
|--|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders. | X | | | | | |
| 4.2.8-The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital. | X | | | | | |
| 4.3. STRUCTURE OF THE BOARD OF DIRECTORS | | | | | | |
| 4.3.9-The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy. | | | X | | | There is no policy or target for the election of female directors to the Board. As of 2020, two female members, one of whom is independent, were serving on the Board of Directors, with the rate of women among board members standing at 29%, thus achieving the minimum rate of female members as envisaged under this principle. |
| 4.3.10-At least one member of the audit committee has 5 years of experience in audit/accounting and finance. | X | | | | | |
| 4.4. BOARD MEETING PROCEDURES | | | | | | |
| 4.4.1-Each board member attended the majority of the board meetings in person. | X | | | | | Following the outbreak of the pandemic, the Board of Directors convened in a virtual environment. Board members attended most of the meetings both physically and online. Evaluations regarding the holding of Board meetings in an electronic environment are ongoing. |

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4.4.2-The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members. | X | | | | | |
| 4.4.3-The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members. | | | | | X | The board members who did not attend the board meetings did not submit a written declaration. |
| 4.4.4-Each member of the board has one vote. | X | | | | | |
| 4.4.5-The board has a charter/written internal rules defining the meeting procedures of the board. | X | | | | | |
| 4.4.6-Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any. | X | | | | | |
| 4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting. | | X | | | | There is no restriction for board members to assume other duties outside the Company and there are no plans to impose such restrictions. The duties undertaken by the members of the Board of Directors outside the Company are presented in the annual report and in the AGM information document and presented to shareholders at the AGM. |
| 4.5. BOARD COMMITTEES | | | | | | |
| 4.5.5-Board members serve in only one of the Board's committees. | | | X | | | Two independent members of the Board of Directors serve on more than one committee due to the number of the board members and the committee formation requirements. No changes are planned in connection with the current number of independent members of the Board of Directors. |
| 4.5.6-Committees have invited persons to the meetings as deemed necessary to obtain their views. | X | | | | | |

Corporate Governance Compliance Report

| | Company Compliance Status | | | | | Explanation |
|---|---------------------------|---------|----|----------|----------------|--|
| | Yes | Partial | No | Exempted | Not Applicable | |
| 4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report. | | | | | X | The committees did not obtain any external consultancy services in 2020. |
| 4.5.8-Minutes of all committee meetings are kept and reported to board members. | X | | | | | |
| 4.6. FINANCIAL RIGHTS | | | | | | |
| 4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively. | | | X | | | There is no performance evaluation practice for the Board of Directors. |
| 4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them. | X | | | | | |
| 4.6.5-The individual remuneration of board members and executives is disclosed in the annual report. | | | X | | | Remuneration of the members of the Board of Directors and senior executives is disclosed collectively in the annual report. Even if the information is disclosed on the basis of authority, disclosure on an individual basis will be guided by the majority in practice, in accordance with the legislation on the protection of personal data. |

Corporate Governance Information Form

| 1. SHAREHOLDERS | |
|---|--|
| 1.1. Facilitating the Exercise of Shareholders Rights | |
| The number of investor meetings (conference, seminar/etc.) organized by the company during the year | During the year, a total of 96 meetings were held with investors and analysts either face to face or via video calls or by phone. The Company attended 2 virtual investor conferences and 3 virtual investor group meetings organized by the brokerage houses. |
| 1.2. Right to Obtain and Examine Information | |
| The number of special audit request(s) | No requests were made for the appointment of a special auditor in the reporting period. |
| The number of special audit requests that were accepted at the General Shareholders' Meeting | None. |
| 1.3. General Assembly | |
| Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d) | https://www.kap.org.tr/tr/Bildirim/849106 |
| Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time | It is presented. |
| The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9 | There is no such transaction in 2020. |
| The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1) | There is no such transaction in 2020 within the scope of Article 9. |
| The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1) | https://www.kap.org.tr/tr/Bildirim/862207 |
| The name of the section on the corporate website that demonstrates the donation policy of the company | Corporate Governance / Policies / Donation and Charity Policy |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved | https://www.kap.org.tr/tr/Bildirim/216237 |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting | None. |
| Identified stakeholder groups that participated in the General Shareholders' Meeting, if any | Although there are no restrictions on the participation of the stakeholders in the AGM, there was no participation in the AGM other than the shareholders. |
| 1.4. Voting Rights | |
| Whether the shares of the company have differential voting rights | No |
| In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares. | None. |
| The percentage of ownership of the largest shareholder | 66.51% |
| 1.5. Minority Rights | |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association | No |
| If yes, specify the relevant provision of the articles of association. | None. |
| 1.6. Dividend Right | |
| The name of the section on the corporate website that describes the dividend distribution policy | Stock Information / Dividend Distribution Policy |
| Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend | Considering the current economic outlook, the long term strategies and the investment, liquidity and financing policies of the Company as well as to protect the long term interests of shareholders, employees and the Company, the decision was taken not to distribute the 2019 distributable profit and to add it to extraordinary reserves after setting aside the required amount for the first legal reserve, in order to strengthen the financial structure of the Company and not to create an additional financing need. |
| PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends | https://www.kap.org.tr/tr/Bildirim/853527 |

Corporate Governance Information Form

GENERAL ASSEMBLY MEETINGS

| General Meeting Date | The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting | Shareholder participation rate to the General Shareholders' Meeting | Percentage of shares directly present at the GSM | Percentage of shares represented by proxy | Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against | Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them | The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions | The number of declarations by insiders received by the board of directors | The link to the related PDP general shareholder meeting notification |
|----------------------|---|---|--|---|--|---|---|---|---|
| 30.06.2020 | None. | 83.5284% | 0.00082% | 83.5276% | Corporate Governance / General Meetings of Shareholders | Corporate Governance / General Meetings of Shareholders | None. | None. | https://www.kap.org.tr/tr/Bildirim/853527 |

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

| | |
|---|---|
| Specify the name of the sections of the website providing the information requested by the Principle 2.1.1. | The information requested in the corporate governance principle numbered 2.1.1. is available on the Company's Investor Relations website under the sections "About Us, News, Corporate Governance, Financials, Stock Information and Frequently Asked Questions". |
| If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares. | Corporate Governance / Ownership Structure |
| List of languages for which the website is available | Turkish & English |

2.2. Annual Report

| | |
|--|--|
| The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2. | |
| a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members | It is presented in the Management / Board of Directors and Corporate Governance sections of the annual report. |
| b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure | It is presented in the Corporate Governance section of the annual report. |
| c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings | It is presented in the Additional Disclosures Required by the Legislation section of the annual report. |
| ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation | It is presented in the Additional Disclosures Required by the Legislation section of the annual report. |
| d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof | It is presented in the Additional Disclosures Required by the Legislation section of the annual report. |
| e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest | It is presented in the Additional Disclosures Required by the Legislation section of the annual report. |
| f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5% | It is presented in Additional Disclosures Required by the Legislation section of the annual report. |
| g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results | It is presented in the Activities / Vestel & Sustainability section of the annual report. |

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

| | |
|--|--|
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy | Corporate Governance / Policies / Employee Compensation Policy |
| The number of definitive convictions the company was subject to in relation to breach of employee rights | 10 |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism) | Internal Audit General Director on behalf of Zorlu Holding AŞ's Ethics Committee (Billur Demet Atan - billur.atan@zorlu.com) |
| The contact detail of the company alert mechanism | Code of Ethics Hotlines: etik@zorlu.com 0 212 456 23 23 / 0 850 226 23 23 |

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

| | |
|---|---|
| Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies | The Complaint/Wish/Request Evaluation System, which was created in order to evaluate the complaints, wishes and requests of employees and to increase employee motivation and satisfaction as well as efficiency, is available on the corporate portal which is only open to the Company employees. |
| Corporate bodies where employees are actually represented | Occupational Health and Safety Committee, Meal Satisfaction and Menu Selection Committee and committees established within the scope of TPM (Total Productive Maintenance) activities |

3.3. Human Resources Policy

| | |
|---|---|
| The role of the board on developing and ensuring that the company has a succession plan for the key management positions | Work on the creation of a succession plan for the key management positions of the Company (Deputy General Manager and above) was completed in 2020 and shared with the Head of Zorlu Holding's Human Resources Group to be submitted to the Zorlu Holding Board of Directors. The succession plan is planned to be submitted to the Zorlu Holding Board of Directors in 2021. |
| The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy. | The Vestel Group of Companies' Recruitment and Placement Regulation, which includes the criteria for equal opportunities and recruitment of personnel, is available on the Company's corporate portal. The Regulation sets out the general rules regarding the employment of individuals, who are compatible with the vision, mission, work requirements and values of the Vestel Group of Companies, by offering them an equal opportunity and by evaluating them fairly and impartially to meet the human resource needs of the Group companies. The Human Resources Policy is available in the Corporate Governance / Policies section on the corporate website. |
| Whether the company provides an employee stock ownership programme | There isn't an employee stock ownership programme. |
| The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy. | The Human Resources Policy is available in the Corporate Governance / Policies / Human Resources Policy section. It is specifically mentioned in all regulations: "No discrimination is permitted in applications on the basis of gender, age, religion, race, sect, social status, physical appearance, ethnic origin, nationality, sexual orientation or any other personal characteristics." |
| The number of definitive convictions the company is subject to in relation to health and safety measures | None. |

3.5. Ethical Rules and Social Responsibility

| | |
|--|---|
| The name of the section on the corporate website that demonstrates the code of ethics | Corporate Governance / Code of Ethics |
| The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues. | It is presented in the Sustainability section under the Social Awareness / Our Values and Ecological Awareness / Environmental Practices headings of the corporate website. |
| Any measures combating any kind of corruption including embezzlement and bribery | These measures are included in the Code of Ethics of Zorlu Holding AŞ, which is available under the heading of the Code of Ethics in the Corporate Governance section on the Company's corporate website. |

Corporate Governance Information Form

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

| | |
|---|--|
| Date of the last board evaluation conducted | - |
| Whether the board evaluation was externally facilitated | No |
| Whether all board members released from their duties at the GSM | Yes |
| Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties | Chairman: Ahmet Nazif Zorlu, Vice Chairman: Bekir Ağırdir. All members of the Board of Directors have been given first degree signature authority. With the Board resolution dated 30.06.2020 and numbered 2020/32, any member of the Board of Directors who has first degree signature authority is authorized to represent and bind the Company without any monetary limitation in any matter with a joint signature together with Ahmet Nazif Zorlu. |
| Number of reports presented by internal auditors to the audit committee or any relevant committee to the board | 4 |
| Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls | It is presented in the Corporate Governance section of the annual report. |
| Name of the Chairman | Ahmet Nazif Zorlu |
| Name of the CEO | Enis Turan Erdoğan |
| If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles | They are different individuals. |
| Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital | https://www.kap.org.tr/tr/Bildirim/860591 |
| The name of the section on the corporate website that demonstrates current diversity policy targeting women directors | There is no such policy. |
| The number and ratio of female directors within the Board of Directors | Number: 2 Ratio: 29% |

COMPOSITION OF BOARD OF DIRECTORS

| Name, Surname of Board Member | Whether Executive Director or Not | Whether Independent Director or Not | The First Election Date to Board | Link to PDP Notification that includes the Independence Declaration | Whether the Independent Director considered by the Nomination Committee | Whether She/He is the Director who ceased to satisfy the Independence or Not | Whether the Director has at least 5 years of experience on Audit, Accounting and/or Finance or Not |
|-------------------------------|-----------------------------------|-------------------------------------|----------------------------------|---|---|--|--|
| Ahmet Nazif Zorlu | Non-executive | Not independent director | 14.09.1995 | - | - | - | - |
| Bekir Ağırdir | Non-executive | Independent director | 09.05.2018 | https://www.kap.org.tr/tr/Bildirim/849106 | Considered | No | Yes |
| Selen Zorlu Melik | Non-executive | Not independent director | 19.06.2012 | - | - | - | - |
| Mehmet Emre Zorlu | Non-executive | Not independent director | 27.05.2009 | - | - | - | - |
| Olgun Zorlu | Non-executive | Not independent director | 27.05.2009 | - | - | - | - |
| Ayşegül İldeniz | Non-executive | Independent director | 09.05.2018 | https://www.kap.org.tr/tr/Bildirim/849106 | Considered | No | - |
| Elmas Melih Araz | Non-executive | Independent director | 09.05.2018 | https://www.kap.org.tr/tr/Bildirim/849106 | Considered | No | Yes |

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

| | |
|---|--|
| Number of physical board meetings in the reporting period (meetings in person) | While 3 meetings were held in a physical environment until March, the following 9 meetings were held in a virtual environment due to the pandemic. |
| Director average attendance rate at board meetings | 96.4% |
| Whether the board uses an electronic portal to support its work or not | No |
| Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter | 1 week before the meeting |
| The name of the section on the corporate website that demonstrates information about the board charter | It is specified in Article 16 of the Articles of Association which is available in the Corporate Governance section of the website. |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | None. |

4.5. Board Committees

| | |
|---|---|
| Page numbers or section names of the annual report where information about the board committees are presented | It is presented in the Corporate Governance section of the annual report. |
| Link(s) to the PDP announcement(s) with the board committee charters | https://www.kap.org.tr/tr/Bildirim/220052 https://www.kap.org.tr/tr/Bildirim/267337 https://www.kap.org.tr/tr/Bildirim/348328 https://www.kap.org.tr/tr/Bildirim/348330 https://www.kap.org.tr/tr/Bildirim/348331 |

COMPOSITION OF BOARD COMMITTEES-I

| Names of the Board Committees | Name of Committees Defined As "Other" in the First Column | Name-Surname of Committee Members | Whether Committee Chair or Not | Whether Board Member or Not |
|--------------------------------------|---|-----------------------------------|--------------------------------|-----------------------------|
| Audit Committee | - | Elmas Melih Araz | Yes | Board member |
| Audit Committee | - | Bekir Ağırdir | No | Board member |
| Corporate Governance Committee | - | Bekir Ağırdir | Yes | Board member |
| Corporate Governance Committee | - | Mehmet Emre Zorlu | No | Board member |
| Corporate Governance Committee | - | Serap Mutlu | No | Not board member |
| Committee of Early Detection of Risk | - | Elmas Melih Araz | Yes | Board member |
| Committee of Early Detection of Risk | - | Selen Zorlu Melik | No | Board member |

Corporate Governance Information Form

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

| | |
|---|---|
| Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website) | It is presented in the Corporate Governance section of the annual report. |
| Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website) | It is presented in the Corporate Governance section of the annual report. |
| Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website) | It is presented in the Corporate Governance section of the annual report. |
| Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website) | It is presented in the Corporate Governance section of the annual report. |
| Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website) | It is presented in the Corporate Governance section of the annual report. |

4.6. Financial Rights

| | |
|--|---|
| Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report) | It is presented in the Management / Interview with the CEO section of the annual report. |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented. | Corporate Governance / Policies / Remuneration Policy |
| Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report) | It is presented in the Additional Disclosures Required by the Legislation section of the annual report. |

COMPOSITION OF BOARD COMMITTEES-II

| Names of the Board Committees | Name of Committees defined as "Other" in the First Column | The Percentage of Non-executive Directors | The Percentage of Independent Directors in the Committee | The Number of Meetings Held in Person | The Number of Reports on its Activities Submitted to the Board |
|--------------------------------------|---|---|--|---------------------------------------|--|
| Audit Committee | - | 100% | 100% | 6 | 5 |
| Corporate Governance Committee | - | 67% | 33% | 4 | 3 |
| Committee of Early Detection of Risk | - | 100% | 50% | 6 | 6 |