

VESTEL ELEKTRONİK SANAYİ VE TİCARET AŞ
WORKING PRINCIPLES OF THE STRATEGY AND INVESTMENTS COMMITTEE

1. Committee Structure

1.1 The committee shall include at least one independent director in addition to non-executive members, and executive members as determined by the Board of Directors.

1.2 The committee shall be chaired by an independent director.

2. Committee Meetings

2.1 The committee shall meet at least four times a year, once every three months. The frequency of the meetings is determined annually as proposed by the committee members and approved by the Committee chair.

2.2 The Board Secretary attends committee meetings to conduct secretarial work on the agenda, minutes of the meeting and follow-up actions.

2.3 The committee may invite any individual to a meeting as deemed necessary for consultation of information and opinions.

3. Duties of the Committee

3.1 Investment performance and monitoring:

3.1.1 Regularly reviews investments, including M&A projects.

3.1.2 Ensures the preparation of feasibility studies for investments exceeding the limits specified in the Investment Approval Procedure.

3.1.3 Regularly reports evaluations and provides advisory opinions to Vestel Elektronik Sanayi ve Ticaret AŞ's ("Vestel Elektronik" or "Vestel") Board of Directors.

3.2 Strategic agenda items:

3.2.1 Evaluates investment projects within the authority of the Board of Directors according to the Investment Approval Procedure and forms the Committee's advisory opinion before the Board approval.

3.2.2 Conducts studies on other strategic issues assigned by the Board of Directors.

3.2.3 Advises the Board of Directors on the prioritization of capex budget utilization in line with the actual free cash flow.

3.2.4 Discusses and evaluates developments that may affect Vestel's existing businesses and strategic initiatives. Ensures that relevant general managers prepare reports on the matter and attend committee meetings if necessary.

3.3 Strategic plans and objectives:

3.3.1 Ensures the preparation or review of the strategic plans for Vestel's strategic business units in line with the roles determined by Zorlu Holding AŞ ("Zorlu Holding").

3.3.2 Evaluates the strategy presentations of strategic business units and ensures their submission to Vestel Elektronik's Board of Directors for approval when ready.

3.3.3 Ensures that strategic plans approved by Vestel Elektronik's Board of Directors are presented to Zorlu Holding's Board of Directors.

3.3.4 Prepares a booklet based on the strategic objectives approved by the Board of Directors of Zorlu Holding at the end of the year and shares it with relevant units. The booklet is shared with Vestel general managers, Vestel CEO, Vestel Strategy Committee members, and Vestel Board members.

3.3.5 Reviews and evaluates the development of strategic plans every three months. The realization of strategic objectives is presented as a mid-term report every six months.

3.4 General evaluation, recommendations and other activities:

3.4.1 Presents recommendations regarding the necessary management and organizational structure in line with strategic objectives.

3.4.2 Provides internal consultancy support for major investment projects when necessary.

3.4.3 Works on special topics assigned by Vestel Elektronik's Board of Directors and presents recommendations.

4. Reporting and Communication

4.1 The Board Secretary prepares the meeting minutes and submits them for the Committee members' approval. The records of the Committee activities are archived in written form.

4.2 Information on committee activities and meeting results is presented to Vestel Elektronik's Board of Directors in the following Board meeting by the Committee Chair.

5. Other

5.1 The committee may benefit from independent expert opinions on matters related to its activities. The cost of such consultancy services required by the committee shall be borne by the Company.