



## **Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş.**

### **RENUMERATION PROCEDURE**

#### **GENERAL PROVISIONS**

The purpose of this Remuneration Policy is to determine the remuneration procedures to be applied by the Company in line with the relevant legislation and the Company's activities and strategies.

This Remuneration Policy ("Policy" or "Remuneration Policy") has been prepared within the framework of Turkish Commercial Code No. 6102 ("TTK"), Capital Markets Law No. 6362 ("CMB") and the Corporate Governance Communiqué No. II-17.1 ("Corporate Governance Communiqué") as well as Capital Markets Board ("CMB" or "Board") regulations, including the Corporate Governance Principles ("Corporate Governance Principles") in its annex by Kontrolmatik Teknoloji Enerji ve Mühendislik A.Ş. ("Company") in order to define the remuneration principles of the members of the Board of Directors and executives with administrative responsibility.

#### **Principles Regarding Remuneration**

The Company takes into account the duties and responsibilities assumed by the Board Members and determines an annual remuneration based on the market conditions and in line with the strategy, policies and performance of the company. However;

These criteria are not used in the remuneration of the Independent Members of the Board of Directors. It is ensured that the remuneration provided to the Independent Members of the Board of Directors is at a level that will maintain their independence. Dividend/gain margin, stock options and payment plans based on the performance of the company cannot be used as remuneration of the independent members of the board of directors.

The remuneration determined by the management are submitted to the approval of the shareholders in the Ordinary General Assembly for that year of activity.

The Board Members are remunerated on a pro-rata basis taking into consideration their term of office as of their appointment and departure dates. Expenditures incurred by the Board Members for their contributions to the company (transportation, telephone, insurance etc.) can be covered by the company.

Remuneration of the executives are determined by the Board of Directors based on the role and responsibility they assume, their experience and KPIs and in line with equivalent business conditions, taking into account the company's strategy, policies and performance. The expenses incurred by the executives due to their responsibilities and roles they assume at the Company are covered by the Company. A different compensation policy other than the legal compensations stipulated by the laws and regulations will not be applied.

When determining the remuneration amounts, the Company's activities, size, internal balances, goals, macroeconomic data in the market, remuneration policies in the market, industrial data, international standards and legal obligations will also be taken into account.

The Company does not lend or provide loans to any member of the board or executives with administrative responsibility.

With the aim to increase the efficiency and performance of executives, ensuring performance continuity and to designate the managers who create added value for the Company, premium payments will be determined according to Company performance and individual performance. Performance-based payments, especially the premium payments are not guaranteed in advance. Confidentiality of wages, premiums and other personal rights is essential.

Information on the total amounts of wages and other benefits provided to the members of the board and executives is specified in the annual report.

The Board of Directors is responsible for the application and development of this Policy. Monitoring, auditing and reporting the remuneration practices on behalf of the Board of Directors are executed by the Corporate Governance Committee.