

ŞOK MARKETLER TİCARET A.Ş.
CORPORATE GOVERNANCE COMMITTEE
CHARTER

PURPOSE & SCOPE

Article 1- The purpose of this arrangement is to define the duties and working principles of the Corporate Governance Committee to be established by the Board of Directors of Şok Marketler Ticaret A.Ş.

It is the duty of the Corporate Governance Committee to monitor the compliance of the Company with the Corporate Governance Principles in accordance with the Capital Market Legislation and the Capital Markets Board's Corporate Governance Principles, to make improvements in this regard, and to submit recommendations to the Board of Directors.

BASIS

Article 2- This document has been prepared within the framework of the regulations, provisions, and principles set forth in the Turkish Commercial Code, the Capital Market Law, the Company's Articles of Association, and the "Corporate Governance Principles" of the Capital Markets Board.

CREATION AND STRUCTURE

Article 3- The Corporate Governance Committee consists of at least three members, including two Board members and the head of Investor Relations.

Article 4- The Committee is appointed by the Board of Directors for a term limited to the tenure of the Board membership. The members of the Board of Directors of the Company appoint, at the first Board meeting following the General Assembly meeting in which they are elected, the Committee members to serve until the next election of Board of Directors. Members whose terms expire may be re-elected.

The Board of Directors can change the Committee members, appoint a new member to complete their term of office in case of termination, resignation, or death of a member, and can reduce / increase the number of members.

Article 5- The chairperson of the Corporate Governance Committee is elected by the committee members from among the independent board members. Executives with direct operational roles, such as the CEO/General Manager, cannot serve on the committee.

The Committee may delegate some of its duties to one or more subcommittees, consisting of two or more members, if deemed necessary. The expertise of people with sufficient experience and knowledge on Corporate Governance as well as their own members can be used in recruiting members in the creation of a sub-working group.

WORKING PRINCIPLES

Article 6- The Corporate Governance Committee convenes when it deems necessary. Committee meetings can be held by bringing together the members as well as using technological communication means. The timing of the committee meetings is compatible with the timing of the Board meetings as much as possible.

Article 7- Decisions made during committee meetings are documented in writing. The signed decisions are kept in an organized manner. The Committee presents its findings and recommendations within its scope of duties and responsibilities to the Board of Directors.

Article 8- All types of resources and support required for the Corporate Governance Committee to fulfill its duties are provided by the Board of Directors. The Committee may invite any manager it deems necessary to its meetings and seek their opinions. Furthermore, the Committee may consult independent experts on matters it deems necessary for its activities. Fees for consultancy services required by the Committee shall be borne by the Company.

The Committee convenes with the participation of all members and takes decisions with most of the members attending the meeting, and if any, counter opinions are recorded. Committee decisions are advisory to the Board of Directors.

DUTIES AND RESPONSIBILITIES

Article 9- Considering the structure of the Company's Board of Directors, with the decision of the Board of Directors dated 09.08.2018 and numbered 2018/46; the authority, duty, and responsibility of fulfilling the duties envisaged for the Nomination Committee and the Remuneration Committee in the Communiqué are also left to the Corporate Governance Committee.

The duties and responsibilities of the Corporate Governance Committee are set out below.

The Committee has:

- a)** To determine whether the Corporate Governance Principles are implemented or not in the Company, the reasons thereof if they are not implemented, and the conflicts of interest that emerge due to the failure to comply with these principles fully, to make recommendations to the Board of Directors to improve the corporate governance practices,
- b)** To monitor international practices related to Corporate Governance Principles and report the applicability of those aligned with capital market regulations and the Company's structure to the Board,
- c)** To ensure the development, adoption, and implementation of corporate governance principles within the Company, and offering improvement suggestions for areas where principles are not yet implemented,
- d)** To supervise the activities of the Investor Relations Department,
- e)** To review the "Corporate Governance Compliance Report" to be announced to the public in terms of compliance and consistency with the capital market legislation,
- f)** To make evaluations on the structure and efficiency of the Board of Directors and to submit recommendations on any changes that may be made in this respect to the Board of Directors,
- g)** To carry out studies aimed at establishing a transparent system to identify, evaluate and train candidates who are suitable for the Board of Directors and senior management positions, and to define policies and strategies in this respect,
- h)** To review the suitability of the Company's current remuneration policies, and determine principles, criteria, and practices for the remuneration of Board members and senior executives, considering the Company's long-term objectives and overseeing their implementation,

i) Taking into consideration the degree of achieving the criteria used in the remuneration, to submit to the Board of Directors and senior executives their suggestions regarding the total personal payment package including the remuneration, in-kind benefits, annual variable payment, performance-based incentive payments, retirement payments and other payments, if any. The Committee acts within its own authority and responsibility, and the final decision responsibility always belongs to the Board of Directors.

The Committee reviews and evaluates the adequacy of these Working Principles and submits the proposed amendments to the Board of Directors for approval.

OTHER ISSUES

Article 10- The duties and responsibilities of the Corporate Governance Committee do not eliminate the responsibility of the Board of Directors arising from the Turkish Commercial Code.

EFFECTIVENESS

Article 11- This regulation concerning the duties and working principles of the Corporate Governance Committee and the revisions thereof enter into force by a resolution of the Board of Directors.