

D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş.

RENUMERATION POLICY

FOR MEMBERS OF BOARD OF DIRECTORS AND EXECUTIVES

A. Policy Statement

It is the policy (the “**Policy**”) of D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş. (“**Hepsiburada**” or the “**Company**”) which sets forth the compensation and remuneration system, benefits, and incentive plan applicable to the Company’s members of board of directors (the “**Board**”) and executive managers, who have administrative liabilities in accordance with the Capital Markets Law numbered 6362, Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board of Turkey (“**CMB**”) and other Capital Markets legislation.

This Policy has been adopted by the Board on June 30, 2021.

The Corporate Governance Committee may review and recommend changes to this Policy from time to time as and when deemed necessary.

B. Remuneration and Benefits

The dividend, stock option or the Company’s performance-based payment plans do not apply to independent members of the Board.

Expenses incurred by members of the Board during their service to the Company (transportation, telephone, insurance and other costs) may be reimbursed by the Company.

This Policy and benefits management system are based on fair, objective, performance-oriented, competitive, encouraging and motivating criteria.

The objectives of this Policy are to ensure that remuneration take into consideration business size, performance, business contribution, knowledge, skills and competencies; to increase employee motivation and loyalty through observing wage balance within the company and among similar companies, and achieving competitiveness in the market; and to retain a competent workforce that will enable the Company to achieve its targets.

The remuneration of executive managers consists of two components: base pay and performance bonus.

The base component is paid 12 times a year. Executive managers may also be eligible for a variable performance bonus to be paid three months following the close of relevant fiscal year, which is calculated as a percentage of net annual wages according to the Company and individual performance ratings. The purpose of the performance-driven bonus pay is to reward achievements and encourage employees to display exceptional performance and meet or exceed the budgeted targets of the Company, thereby instilling a goal-oriented performance culture in the Company.

Benefits constitute an important part of total reward management in order to support wages with additional benefits. The Company seeks to ensure that additional benefits are fair, competitive and compatible with market conditions. Benefits extended to executive managers include, among others, private medical and health insurance, Company-matched pension plans, Company telephone lines and Company cars.

C. Incentive Plan

General

A cash and share based employee incentive plan (*Nakit ve Hisse Bazlı Çalışan Teşvik Planı*) (“**HAPP**”) shall apply to key executives and employees who contribute to the Company’s performance. The purpose of the HAPP is to motivate and reward the existing and future key executives, directors, managers, employees, and consultants as determined by the Board, to attract and maintain talent, and to promote the success of the business.

HAPP consists of three components: (i) cash, (ii) restricted stock units and (iii) performance stock units or a combination of these. In accordance with the HAPP, key executives and employees as determined by the Board, may be awarded (i) a cash based award, (ii) restricted stock units or (iii) performance stock units, as individual awards or in combination, to motivate and reward employees, attract and retain talent, and promote the success of the business.

The initial HAPP has been approved on March 25, 2021 by the Board on the terms set forth in the plan filed as an exhibit to the Form F-1, prepared for the initial public offering of the Company. The HAPP is administered by the Board.