

D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş. REMUNERATION POLICY FOR MEMBERS OF BOARD OF DIRECTORS AND EXECUTIVES

This Remuneration Policy for Members of Board of Directors and Executives (the “**Policy**”) of D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş. (“**Hepsiburada**” or the “**Company**”) has been prepared in accordance with the provisions of the Turkish Commercial Code No: 6102 and, although our Company’s shares are not publicly held in the Republic of Türkiye, the Turkish capital markets legislation such as the Capital Markets Law No: 6362, the Communiqué on Corporate Governance (II-17.1) of the Capital Markets Board (“**CMB**”) have been taken into consideration as guidance and best practice. This Policy is an internal document which sets forth the remuneration system, benefits and incentive plan applicable to the Company’s members of the Board of Directors (the “**Board**”) and executive managers who have administrative duties.

This Policy has been adopted by the Board on 30 June 2021 and amended by the Board on 25 July 2023.

The Corporate Governance Committee of the Company serves as the Nomination Committee as well as the Remuneration Committee. Accordingly, the Corporate Governance Committee may review and advise on making changes to this Policy from time to time as and when deemed necessary.

The Corporate Governance Committee:

- determines and supervises the principles, criteria and practices to be used in the remuneration of the members of the Board and executives managers with administrative responsibilities, taking into account the long-term goals of the Company.
- submits its proposals to the Board with respect to the remuneration to be paid to the members of the Board and executive managers with administrative responsibility.

A. Remuneration and Benefits

The Company’s remuneration, benefits and incentives management system which is set forth under this Policy is intended to be based on a fair, performance-oriented, competitive and motivating criteria. Through the remuneration policy, it is aimed at enhancing the employee motivation and engagement, and recruiting qualified employees who will enable the Company to achieve its targets by considering the internal remuneration balances and competitiveness in the market.

In accordance with the Turkish Commercial Code, a fixed remuneration may be determined at the Ordinary General Assembly meeting each year for the functions of the Board membership, valid for the Board members. Moreover, additional remuneration may be determined for the members of the Board of Directors who serve on the Board Committees in accordance with their duties in the committees.

Executive Board members are remunerated within the scope of the policy determined for senior executives as detailed below because of their duties in the Company, in addition to the “attendance fee” that they receive for being a member of the Board of Directors. In addition

to the fixed remuneration determined at the General Assembly, members who are assigned to carry out certain functions other than Board membership in order to contribute to the Company's activities may be provided with additional remuneration, bonus and related secondary benefits pursuant to the Corporate Governance Committee's opinion.

The members of the Board of Directors are paid on a pro-rata basis, considering the duration of their service between their appointment and severance dates. Expenses incurred by Board members during their duties at the Company (transport, telephone, insurance and other expenses) may be reimbursed by the Company.

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

- The base salary is paid in 12 (twelve) installments each calendar year. Base salaries of senior executives are also determined in accordance with international standards, taking into account macroeconomic data in the market, wage policies prevailing in the market, long-term targets of the Company and the responsibilities and positions of the individuals. The base salary is determined every year by reviewing the recommendations of the Corporate Governance Committee.
- Executive managers may also be eligible for a variable performance bonus to be paid 3 (three) months following the close of relevant fiscal year. The performance bonus is calculated based on a percentage of net annual wages according to the Company and individual performance. The purpose of the performance bonus is to reward the achievements of senior executives and encourage senior executives to display exceptional performance and meet or exceed the budgeted targets of the Company.

In case of senior executives of the Company leaving their jobs, a severance pay may be paid by taking into consideration information such as the duration of their employment, the duration of their duty as a senior executive, the contribution they have made to the Company, their last target bonus preceding the date of severance, the salary and bonus paid to them within the last year.

The total amounts, which have been determined in accordance with the above principles and paid to senior executives and to the Board members within a given year, will be submitted to the approval of the shareholders at the next General Assembly meeting, in an aggregate form to be stated in the annual activity report.

Employment contracts concluded with senior executives are made in accordance with the principles stated above.

B. Incentive Plan

The Company is implementing a Share Based Employee Incentive Plan (*Hisse Bazlı Çalışan Teşvik Planı*) ("**Incentive Plan**") as amended from time to time by the Board which shall apply to senior executives, Board members who are not shareholders, consultants and employees who contribute to the Company's performance. The purpose of the Incentive Plan 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 Company.

The Incentive Plan consists of two components: (i) time-based stock units and (ii) performance stock units or a combination of these.

The Incentive Plan has been approved on March 24, 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 and revised on April 24, 2023.

The Incentive Plan is administered by the Board.
