

REMUNERATION COMMITTEE DUTIES AND RESPONSIBILITIES

I. PURPOSE and SCOPE

Article 1- The purpose of this regulation is to lay down the duties and responsibilities of the Remuneration Committee (Committee) to be formed by Tekfen Holding A.Ş. (Company) Board of Directors.

II. LEGAL BASIS

Article 2- This document has been developed based on the regulations, provisions and principles included in the Capital Markets Legislation and the Capital Markets Board Corporate Governance Principles.

III. ORGANISATION

Establishment

Article 3 – The Committee is formed and mandated by the Board of Directors. The Board of Directors may decide the Committee to be structured within the body of the Corporate Governance Committee, rather than create a Remuneration Committee as a separate entity. In this case, the Corporate Governance Committee shall fulfill all of the duties of the Committee.

The Committee may also resort to independent experts' opinions on issues it deems necessary based on its area of operations. The cost of the consulting services required by the Committee which is responsible for oversight is met by the Company. The length of service term of the Committee is parallel to that of the Board of Directors. The Committee acts within its mandate and makes recommendations to the Board of Directors but the responsibility of the Committee does not revoke that of the Board of Directors based on the Turkish Commercial Code.

Membership

Article 4- The Committee comprises at least two members majority of them being from among board members. The Chairman of the Committee is selected from among independent board members.

Committee Meetings

Article 5- The Committee shall meet at Company headquarters as often as required to fulfill its responsibilities, but at least once a year. The Committee meetings are scheduled in synch with Board of Directors meetings as far as possible.

Decisions taken at Committee meetings are put in writing, signed by the Committee members and filed and maintained regularly.

The Committee submits in a report to the Board of Directors any observations and recommendations regarding its own area of responsibility.

IV. DUTIES AND REPOSIBILITIES

Article 6-

The Committee,

a- Makes recommendations concerning the principles by which members of the Board of Directors and senior managers are remunerated, taking into consideration the long-term goals of the Company,

b- Establishes criteria based on the performance of the Company and its members that can be used to set remunerations,

c- Makes recommendations regarding remuneration to Board of Directors members and senior management, taking into consideration the degree to which criteria have been fulfilled.

The remuneration of independent Board of Directors members shall be at a level that safeguards their autonomy.

V. BUDGET

Article 7- All resources and support to enable the Committee to fulfill its duties are provided by the Board of Directors.

VI. VALIDITY

Article 8- This regulation and changes thereof regarding the duties and responsibilities of the Committee come into force upon the decision of the Board of Directors.