

Norm Holding Remuneration and Nomination Committee Operating Principles

1. Objective and Scope

- 1.1 This regulation determines the duties, authorities, responsibilities, working procedures and principles of the Remuneration and Nomination Committee (Committee), which will work as a Sub-Committee under the Corporate Governance Committee established within the body of Norm Holding.
- 1.2 It performs its duties in accordance with the company's remuneration policy, and identifies, selects and recommends candidates who will have senior and managerial responsibilities at Director and higher levels.

2. Structure of the Committee

- 2.1 Committee works under the Corporate Governance Committee.
- 2.2 Committee consists of Norm Holding CEO, Human Resources Director, Industry Group President and Commercial Group President.
- 2.3 Committee members are determined annually. A member may be appointed to the Committee at any time by the CEO.
- 2.4 Committee may invite the management and employees of Norm Holding companies, representatives of companies and organizations and those who are experts in their fields to receive their knowledge and opinions.
- 2.5 With the recommendation of the Human Resources Director, Committee may receive external professional consultancy regarding its activities and benefit from the opinions of independent experts on matters deemed necessary. The cost of the consultancy services provided is covered by the company.
- 2.6 Committee decisions are advisory and presented to the Norm Holding Corporate Governance Committee. Initial approval belongs to the Corporate Governance Committee and the final decision belongs to the Norm Holding Board of Directors.

3. Duties and Responsibilities, Meeting Layout

- 3.1 Committee convenes at least 2 (two) times a year, in October-December, and when deemed necessary for the effectiveness of its work.
- 3.2 Committee carries out on behalf of the Corporate Governance Committee the task of identifying, selecting and recommending candidates who will have senior and managerial responsibilities in Norm Holding companies.
- 3.3 The opinion of the Board of Directors is taken before the candidates who will have senior and managerial responsibilities at director and higher levels are appointed to their duties.
- 3.4 Upon the recommendation of the CEO, Committee members may also be called to a special session.
- 3.5 The meeting agenda is determined by the Human Resources Director and the Secretary of the Board of Directors.
- 3.6 Meeting calls and meeting agendas are announced by the Board Secretary.
- 3.7 The coordination of the issues to be brought to the committee, the follow-up of the implementation of the decisions taken, and the preparation and reporting of the meeting minutes are carried out by the Board Secretary under the supervision and oversight of the Human Resources Director.
- 3.8 Committee agenda, meeting notes and a record of its work are kept by the Board Secretary. It is submitted to the Corporate Governance Committee.
- 3.9 Committee decisions are taken unanimously. If there is no unanimous vote, the reasons are presented to the Corporate Governance Committee with comments.

4. Enforcement and Implementation

- 4.1 Working as a sub-committee of the Corporate Governance Committee, this regulation regarding the duties and working principles of the Committee and the related amendments come into effect with the decision of the Norm Holding Board of Directors.
- 4.2 The Norm Holding Board of Directors, primarily the Corporate Governance Committee, is responsible for the enforcement of this regulation.