



## **MLP Sađlık Hizmetleri A.Ş.**

**Version Number: 2**

**Version 1 Acceptance Date: February 15, 2018**

**Version 2 Acceptance Date: April 30, 2021**

**Effective Date: April 30, 2021**

**MLP Sađlık Hizmetleri A.Ş.**

**Board of Director**

**Nomination and Remuneration Committee Charter**

**This Charter is accepted by the Board of Directors' meeting dated February 15, 2018 and amended April 30, 2021 and 2021/23 numbered decision.**

**MLP SAĞLIK HİZMETLERİ A.Ş.**  
**NOMINATION AND REMUNERATION COMMITTEE CHARTER**

**Article 1: Scope and Legal Basis**

These Legislation (“Legislation” or “**Principles of Operation**”) set forth the scope of duties and Charter of the Corporate Governance Committee of the Board of Directors (“**Committee**”) of MLP Sağlık Hizmetleri A.Ş. (the “**Company**”).

The Committee has been established upon the resolution of the Company’s Board of Directors (the “**Board of Directors**”) in accordance with the provisions of the Capital Markets Law No 6362, the Turkish Commercial Code No 6102 (the “**TCC**”), the regulations of the Capital Markets Board of the prime Ministry of the Republic of Turkey (the “**CMB**”), including the “Corporate Governance Communiqué” No. II-17.1 (the “**Communiqué**”) and the corporate governance principles attached thereto, and the provisions of the Company’s Articles of Association.

**Article 2: Definitions**

Within the scope of this Nomination and Remuneration Charter, the following definitions apply;

**Administrative Responsible Executives:** As defined in the Company's Disclosure Policy, it refers to the coordinators, especially the Board members, who has direct or indirect access to the internal information and has authority to make decisions that affect directly or indirectly future development and commercial goals of the Company, directly report to the CEO.

**Committee:** Corporate Governance Committee of MLP Sağlık Hizmetleri A.Ş. Board of Directors.

**Corporate Governance Principles:** The principles, which is attached to the Corporate Governance Communiqué shall be taken as a basis for determination of corporate governance structure and processes by listed companies

**CMB:** Capital Markets Board

**Company:** MLP Sağlık Hizmetleri A.Ş.

**Communiqué:** Corporate Governance Communiqué No: No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 1/3/2014.

**Board of Directors:** The board of directors of MLP Sağlık Hizmetleri A.Ş.

**Article 3: Purpose**

The purpose of the Committee is to fulfill the duties of the “Nomination and Remuneration Committee” within the scope of the Communiqué.

**Article 4: The Committee Structure**

The Committee shall be incorporated and authorized by the Board of Directors in accordance with the Company’s articles of association and CMB rules.

- It consists of at least two members elected by the Board of Directors. If the committee consists of two members, both of them, and if there are more than two members, the majority of the members are elected from non-executive Board members.
- The chairman of the Committee shall be elected by the Board of Directors amongst the independent board members.
- Committee members are determined most lately by the Board of Directors at the first Board of Directors meeting following the company's ordinary general assembly meeting each year. Committee members whose term of office has expired may be reassigned.
- Provided that the majority of the members comprises of the members of the Board of Directors, specialists who are not a member of the Board of Directors may be appointed to the Committee.
- The Committee may receive guidance from independent experts on the subjects necessary for its operations. In such a case, the fee for the consultancy services required by the Committee shall be paid for by the Company.
- Chief Executive Officer/General Manager of the Company shall not have a duty in the Committee.
- The Committee may invite executives of the Company to the meetings who are deemed to be necessary to obtain their views.
- All of the resources and support necessary for the Committee's execution of its tasks are provided by the Board of Directors.

**Article 5: Duties and Authorities of the Committee**

Provided that the final decision shall always be resolved by the Board of Directors; the Committee shall;

- It identifies suitable candidates for the positions of Member of the Board of Directors and Management with Administrative Responsibility, creates a transparent system for their evaluation and training, and works on determining policies and strategies in this regard.
- It makes regular assessments about the structure and efficiency of the Board of Directors and submits its suggestions to the Board of Directors regarding the changes that can be made in these matters.

- It evaluates the candidate proposals for Independent Board membership, including the Board of Directors and investors, take into account whether the candidate suitable for the independence criteria, and submit the report to the Board of Directors.
- If there is a decrease in the membership of the Independent Board of Directors for any reason, in order to ensure that the minimum number of Independent Board members is restored, it makes an evaluation for the election of Independent Members to serve until the first General Assembly meeting to be held, and reports the result of the evaluation to the Board of Directors in writing.
- Determines the principles, criteria and practices to be used in the remuneration of the Members of the Board of Directors and Managers with Administrative Responsibility, taking into account the long-term goals of the company, and oversees them,
- Prepares the company's remuneration policy and presents it to the Board of Directors,
- Taking into account the degree of reaching the criteria used in remuneration, it submits its proposals to the Board of Directors regarding the remuneration to be given to the members of the Board of Directors and executives with administrative responsibility.
- Present the information on their work and the reports comprising the meeting results to the Board of Directors in the first upcoming meeting of the Board of Directors following the relevant Committee meeting.
- periodically review and reassess the adequacy of the Working Principles of the Corporate Governance Committee and recommend any proposed changes to the Board of Directors for approval.

#### **Article 6: Committee Meetings**

- The Committee shall meet whenever its assigned duties so requires but at least two (2) times a year.
- The meetings shall be held at the Company's headquarters or another place that the Committee members can easily access.
- Chairman of the Committee may change the date, time and place of the meeting by informing the Committee members in advance.
- The Chairman shall invite the Committee members via the secretary of the Board of Directors.
- Meeting and decision quorum is the absolute majority of the total number of Committee members. If the committee consists of two members, both members must be present for both the meeting and the decision. If unanimity can not be established, the decision of the Board of Directors is applied.
- The decisions of the Committee are advisory to the Board of Directors and the Board of Directors is the final decision maker on the relevant matters.

**Article 7: Secretariat**

- Secretarial works of the Committee shall be performed by the secretary of the Board of Directors.
- Decisions of the Committee shall be kept in a minute book.
- Meeting minutes shall include at least the following items:
  - Date of the Meeting
  - Agenda
  - Information about the topics discussed in the meeting
  - Decisions resolved.
- The secretary of the Board of Directors is responsible for preparing and keeping meeting minutes.
- The minutes archived following submission to the Committee members.

**Article 8: Enforcement**

This document with regard to the working principles of the Committee and the any amendments thereto shall enter into force by the resolution of the Board of Directors. Updating such working principles is under the authority of the Board of Directors.

This working principles of MLP Sağlık Hizmetleri A.Ş. Nomination and Remuneration has been approved and entered into force by the resolution of the Board Of Directors dated 30.04.2021 and numbered 2021/23.