

EGE SERAMİK SANAYİ VE TİCARET A.Ş.

COMPENSATION COMMITTEE TASK AND WORKING PRINCIPLES

I. PURPOSE

The purpose of this regulation is; to determine task and working principles of Compensation Committee (Committee) carried on by Ege Seramik Industry and Trading S.A. Corporate Governance Committee.

II. BASIS

The document hereon has been arranged within the scope of regulations, provisions and principles included in Capital Market Legislation and Capital Markets Board Corporate Governance Principles.

III. STRUCTURE OF COMMITTEE

a. The committee is to be organized and authorized by Board of Directors. The Board of Directors has resolved not to form a Compensation Committee seperately; however, to organize the Committee within the structure of Corporate Governance Committee. All assignments of the Committee is to be carried out by Corporate Governance Committee.

b. The committee is to be organized by at least two members. In case of the committee organized by two members both of them; or if organized more than two people, majority of members are to be appointed from Board of Directors members not having responsibility in the execution. General Manager of the Company cannot exist within the structure of the Committee.

c. The working period of the Committee is parallel to Board of Directors working period. The Committee is to be re-organized subsequent to appointment of Board of Directors Members.

d. The Committee may consult on independent expert opinions regarding required items relevant to activities. In this situation, charges of consultancy services required by Committee is to be in Company's responsibility.

e. All and any type of resource and support required for performing the assignments of Committee are to be provided by Board of Directors.

f. The Committee is to act on its own authorization and responsibility ; and is to give proposals to Board of Directors; however, the assignment and responsibility of the Committee shall not effect the responsibility of the Board of Directors arising from Turkish Trade Law .

IV. COMMITTEE MEETINGS AND REPORTING

a. The Committee meeting is to be held in the place and date determined by Chairman and at least once in a year. The resolutions taken in the meeting is to be written, signed by Committee members and archived neatly.

b. The Committee is to submit all information and meeting results regarding the works carried out to Board of Directors. The persons determined by Chairman of the Committee may participate in the meetings.

V. RESPONSIBILITIES

- a. The Committee is to determine the proposals of Board of Directors Members and senior staff related to the basis of salary system, by considering the long term plans of the Company.
- b. The Committee is to submit the proposals related to the salaries to be given/paid to Board of Directors Members and senior staff, to Board of Directors' attention by taking into account criteria attainment scale used for salary system.

VI. EFFECTIVE DATE

The regulation related to task and working principles of the Committee hereon, is brought into force subsequent to approval of Ege Seramik Industry and Trade S.A. Board of Directors on 03/03/2015 and resolution no 2015/05; and Corporate Governance Committee is responsible for implementation of the regulation hereon.

Ege Seramik Industry and Trade S.A. Board of Directors is authorized for this regulation and any amendments required herein.