

## **ENERJİSA ENERJİ A.Ş.**

### **WORKING PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE**

#### **1. ESTABLISHMENT**

As per the Corporate Governance Principles attached to the Communiqué on Corporate Governance II No: 17.1 of the Capital Market Board (“**Board**”), the Corporate Governance Committee (“**Committee**”) has been established upon December 22, 2017 dated and 126 numbered resolution of Enerjisa Enerji A.Ş.’s (“**Company**”) Board of Directors for offering recommendations and suggestions to the Board of Directors in order to develop corporate governance operations of the Company.

#### **2. BASIS**

This document has been formed within the framework of capital markets legislation and related regulations in Corporate Governance Principles of the Board.

#### **3. PURPOSE**

The purpose of Corporate Governance Committee is to make suggestions to the Board of Directors of the Company in order:

- To ensure the compliance of the corporate governance principles of the Company with the Corporate Governance Principles as determined by the Board and other internationally accepted corporate governance principles and best practices,
- To make advices in order for implementation of such principles,
- To follow-up compliance of the Company with such principles,
- To provide guiding support to the Board of Directors by monitoring the Company’s strategic targets and practices in Environmental, Social, and Governance matters and to ensure the effective implementation of the corporate ownership in Environmental, Social, and Governance areas within the Company, in line with such principles. ,

This Committee also performs the governance related duties of the Nomination Committee and the Remuneration Committee within the Company.

#### **4. AUTHORITY AND SCOPE**

The authorities of the Committee are as follows:

- The Committee is formed and authorized by the Board of Directors of the Company.
- All kinds of resources and support which are required by the Committee to maintain carrying out their duties are provided by the Board of Directors. The Committee may invite any required Company and/or third-party executive(s) to its meetings, receive periodical reporting and receive their opinions.

- The Committee benefits from opinions of independent experts on required subjects associated with its activities. The cost of such consultancy services required by the Committee is met by the Company.

## **5. DUTIES AND RESPONSIBILITIES**

The Committee has the obligation to perform the following duties and responsibilities:

- To check whether corporate governance principles are applied in the Company or not, the reasons if they are not applied, and control conflicts of interest caused by non-compliance with such principles and provide recommendations and remedial advice in improving corporate governance practices to the Board of Directors.
- To supervise the activities of Investor Relations Department.
- To review “Corporate Governance Compliance Report” to be disclosed to the public and to check whether information given in this report are correct and consistent with the information known by the Committee.
- By following Corporate Governance Principles internationally, to provide recommendation to the Board of Directors for the purpose of applying required elements within the Company.
- To make regular evaluations about the structure and efficiency of the Board of Directors including agenda composition, quality and relevance of report content, appropriate time allocated to discussions and submit its suggestions to the Board of Directors as to the amendments that may be performed in this regard.
- To facilitate all Committees with Independent Directors to submit and discuss Committee findings and suggestions at each Board meeting
- To review the composition and effectiveness of other Board committees once a year.
- To review the human resource; strategy, development and review of human resource scorecard and executive (N-1) succession plans.
- To determine and supervise the approach, principle and implementations of members of the Board of Directors and executives as to the remuneration criteria.

- To submit suggestions on the remuneration, provided by the HR Committee, to be provided to members of the Board of Directors and executives in consideration of degree of reaching determined remuneration criteria to the Board of Directors.
- To evaluate candidate proposals for independent membership including those suggested by the management and shareholders in consideration of whether the candidate meets independence criteria or not and to prepare a report about its evaluation in this regard and submits such report to the Board of Directors.
- To regularly exercise oversight of the Company's Environmental, Social and Governance strategy, targets, performance and related activities, evaluate the alignment and development of these activities with the Corporate Governance Principles, submit recommendations to the Board of Directors, when deemed necessary, and provide regular updates on significant Environmental, Social and Governance developments to ensure the sustainability of these activities.

The Committee submits its consideration and recommendations on issues expressed above to the Board of Directors in written or verbally.

## **6. COMMITTEE MEMBERSHIP**

- The Committee consists of four members including the Chairperson assigned by the Board of Directors. The Chairperson of the Committee is chosen among independent Board of Directors. It is mandatory to appoint the manager of Investor Relations Department of the Company as a Committee member.
- The Chief executive officer/general manager cannot be assigned to the Committee. The Committee Reporter must be assigned among the relevant executive pool.
- When new Board of Directors is assigned for duty at the ordinary general assembly meeting, members of the Committee are assigned in parallel to the duty period of related Board of Directors. Former committee members hold over until new members are assigned and all will hold a transition and coordination meeting when and if members change.
- The members of the Committee may participate to the meeting of the Committee through video conference or any convenient telecommunication tools.

## **7. REPORTING PROCEDURES**

- Meeting minutes are kept regularly by the Committee Reporter assigned. The Committee Reporter assists the Chairperson of the Committee for preparation of the Agenda, Minutes of the Meeting and Summary Notes and coordinate the same among the Committee Members.

At least, following issues should be kept in meeting minutes:

- i) Place and time of meeting
- ii) Agenda
- iii) Information on topics to be discussed in meeting
- iv) Decisions taken

Minutes of the Meeting or Committee working papers are submitted to the Board of Directors after they are approved by all members of the Committee.

- The Committee Reporter is responsible for the submission of decisions and meeting minutes to members of the Board of Directors and keeping the decision book.
- The meetings of the Committee are organized at least four times once every three months per year.
- The meeting and decision quorum is the absolute majority of total member number.
- Decisions of the Committee are advisory to the Board of Directors and the ultimate decision maker is the Board of Directors on related topics.

## **8. VALIDITY AND ENFORCEMENT**

This document, namely, Working Principles of Corporate Governance Committee entered into force with the Company's 15/02/2019 dated and 170 numbered Board of Directors' resolution.

This document, namely, Working Principles of Corporate Governance Committee has been amended based on the Company's Board of Directors' resolutions 05/05/2021 dated and 246 numbered; 01/04/2022 dated and numbered 2022-21; and dated .../.../2025 and numbered .....