

WORKING PRINCIPLES OF THE CORPORATE MANAGEMENT COMMITTEE OF AKFEN YENILENEBİLİR ENERJİ A.Ş.

1. Purpose

Akfen Yenilenebilir Enerji A.Ş. (the Company) established the Corporate Management Committee (“the Committee”) with the Decision of the Board of Directors, dated 25.01.2023 and numbered 2023/9, pursuant to the Corporate Management Principles regulated in the Capital Market Law No: 6362 (“CML”), the Turkish Commercial Law No. 6102 (“TCL”), the Corporate Management Communiqué (II- 17.1) of the Capital Market Board (“CMB”) and the applicable Corporate Management Communiqué that may be amended from time to time.

The main purpose of the Committee is to determine whether the corporate management principles are implemented in the Company, if not implemented, the reason for this and the conflicts of interest occurring due to the reason that these principles are not fully complied with, to give advices to the board of directors in order to improve the corporate management applications, and to supervise the works of the investor relations department.

As allowed by the Corporate Management Principles, the Committee also fulfills the duties of a nomination and compensation committee as set forth in the Corporate Management Principles as a separate nomination and compensation committee has not been established as required by the organization of the board of directors of the Company.

2. Structure of the Committee

The Committee must consist of minimum two members. If it consists of two members, both members, or if it has more than two members, the majority of its members must be the members of the board of directors, who do not have any charge in execution. The chairman of the Committee is elected from among the independent members of the board of directors. The specialized persons who are not the members of the board of directors may become members to the Committee.

The chief executive officer/general manager may not take charge in the Committee.

Care is taken for one board member not to take charge in more than one committee.

It is determined by the board of directors that how many members the Committee will consist of, and it is declared in the PDP.

The manager of the investor relations department must be assigned as a Committee member.

3. Duties and Responsibilities of the Committee

The duties and responsibilities of the Committee in terms of corporate management are as follows:

- to determine whether the corporate management principles are implemented in the Company, if not implemented, the reason for this and the conflicts of interest occurring due to the reason that these principles are not fully complied with,
- to give advices to the board of directors in order to improve the corporate management applications,
- to supervise the works of the investor relations department.

The duties and responsibilities of the Committee in terms of nomination are as follows:

- To establish a transparent system for determining, evaluating and training the nominees who are eligible for the board of directors and the management positions with administrative responsibility, and to carry out activities for establishing policies and strategies in this regard,
- To evaluate the proposals for nominees for independent membership, including the management and investors, by considering whether the nominees meet the independency criteria, and to submit the relevant evaluation to the board of directors for approval in the form of a report,
- To regularly make evaluations with regard to the structure and productivity of the board of directors and to submit the advices regarding the changes that may be made in this regard to the board of directors.

The duties and responsibilities of the Committee in terms of compensation are as follows:

- To establish and observe the principles, criteria and applications to be used in the remuneration of the members of the board of directors and the managers having administrative responsibility by considering the long-term goals of the Company,
- To submit to the board of directors the suggestions regarding the remuneration to be paid to the members of the board of directors and the managers having administrative responsibility by considering the degree of achieving the criteria used in the remuneration.

4. Works and Meetings of the Committee

The Committee convenes at the frequency it deems necessary and documents and keeps records of all works it carries out. The Committee submits to the board of directors the reports that contain the information on its works and the results of the meeting.

The Committee may invite any persons it deems necessary to its meetings and obtain their opinions.

The Committee benefits from the opinions of independent experts on the issues it deems necessary in relation to its activities. The fee for the consultancy services needed by the Committee is covered by the Company. However, in such case, the information on the person/entity from whom/which service is received and the information on whether such person/entity has any relation with the Company are set forth in the activity report.

5. Changes in the Working Principles of the Committee

The change proposals for these working principles are submitted to the Board of Directors by the Committee. The prepared proposals are put on the agenda at the first meeting of the Board of Directors.

6. Enforcement

These working principles and the relevant changes and updates come into force with the decision of the Board of Directors.