

ENERJISA EARLY RISK DETECTION COMMITTEE CHARTER**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 early risk detection committee (“Committee”) has been established upon April 19, 2018 dated and 126 numbered resolution of Enerjisa Enerji A.Ş.’s (“Company”) board of directors (“Enerjisa Board”) for advising the board of directors on key risks and opportunities of the Company.

2. PURPOSE AND SCOPE

Purpose of the Committee is the early detection of all key risks and opportunities which may pose a threat to the Company’s existence, evolution and strategies and advise the Enerjisa Board accordingly.

3. RESPONSIBILITIES

Committee is responsible for;

- Advising on risk and opportunity definitions which threaten company’s existence and strategies, relevant mitigation actions, early detections and precautions
- Assisting the Enerjisa Board in the risk management-related decision making processes
- Assuring that the operational-level risk management principles and methodologies are appropriate with the existing market environment and best practices.
- Assuring that the Business Continuity Management methodologies and applications are appropriate and in place.
- Committee may invite relevant managers to the meeting if deemed appropriate
- Committee may benefit from external consultant views if deemed appropriate and Enerjisa bears the cost of the consultancy
- Committee decisions are advisory to Enerjisa Board. Ultimate decision maker is the Enerjisa Board. Committee makes a written statement to Enerjisa Board about the recommendations and assessments.
- Carrying out all other roles and responsibilities assigned by the CMB of Turkey and Turkish Code of Commerce.

4. COMMITTEE MEMBERSHIP

Members of the Committee are assigned by the Enerjisa Board and announced in the public disclosure platform (KAP). Committee consists of at least two members except the chairperson assigned by the Enerjisa Board. Executives cannot be appointed as members to the Committee.

Early Risk Detection Committee members are as follows:

- One member from the Enerjisa Board representing Sabancı
- One member from the Enerjisa Board representing E.ON
- Two independent Enerjisa Board members

4.1. Chairperson

Chairperson of the Committee is assigned by the Enerjisa Board. In case a vacancy in the chairperson role, Chairperson of the Enerjisa Board assigns a temporary Committee chairperson. Chairperson roles and responsibilities are as follows;

- Chairing the committee meetings
- Deciding on the meeting agenda
- Coordinating the data flow between Enerjisa Board and the Committee
- Inviting additional managers if appropriate
- Assigning a deputy chairperson for the meetings if needed
- Taking the required measures for the efficiency of the meetings

4.2. Members

Members are assigned by the Enerjisa Board and shall be at least one member except Chairperson in the Committee. Member roles and responsibilities are as follows;

- Attending physically to the meetings. Members are responsible to inform chairperson in case of non-attendance
- Reviewing the latest developments and informing members accordingly
- Taking charge if required
- Sharing views about agenda with the chairperson

4.3. Reporter

Enerjisa CFO and Group Risk Management function are assigned as the Committee Reporter. Reporter roles and responsibilities are as follows;

- Assisting chairperson in the agenda preparation
- Sharing the minutes with Committee chairperson and members
- Organizing the meeting and coordinating the invitees
- Accomplishing all other tasks assigned by the Chairperson
- Writing all the decisions and minutes after the meetings and submitting to chairperson

5. DUTY PERIOD

The Committee members' duty period is same as Enerjisa Board members' period. Following the appointment of Enerjisa Board Members the Committee members are selected among the independent members. If Enerjisa Board Membership of any members ends by a reason, the committee membership ends as well. In this case, the Enerjisa Board appoints a new member in the next Committee meeting.

6. MEETING AND REPORTING PRINCIPLES

The meetings of the Committee are organized six times per year. Chairperson may invite the relevant managers if deemed necessary. The meeting and decision quorum is the absolute majority of total member number.

Meeting minutes are recorded by the Reporter. At least, following issues should be kept in meeting minutes:

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- Place and time of meeting
- Agenda
- Information on topics to be discussed in meeting
- Decisions taken

Meeting minutes are submitted to the board of directors after they are approved by all members of the Committee. Decisions of the Committee are advisory to the board of directors and the ultimate decision maker is the board of directors on related topics.