



ENERJISA SUSTAINABILITY EXECUTIVE COMMITTEE CHARTER

DOC. NO:

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1. ESTABLISHMENT

Enerjisa Sustainability Executive Committee (“Committee”) has been established upon the decision of Enerjisa Enerji A.Ş.’s CEO and CFO (“Executive Management”), authorized by the Board of Directors Resolution dated 23 March 2022 and numbered 2022-16, to advise Executive Management on all matters relating to corporate sustainability including but not limited to strategy, organizational structure, targets, performance, oversight and reporting by expanding the scope of the existing Environment Social Governance Committee.

2. PURPOSE AND SCOPE

Purpose of the Committee is to steer the Company’s corporate sustainability strategy, advise the Executive Management accordingly, monitor, measure and report performance and progress in a holistic, in-depth and transparent manner through Head of Sustainability and Corporate Capabilities.

This Charter is binding for all Enerjisa companies (Enerjisa Enerji A.Ş. and all its subsidiaries).

3. RESPONSIBILITIES

In accordance with the Sustainability Framework, the Committee is responsible for

- Advising the Executive Management on designing and steering of corporate sustainability strategy
- Advising the Executive Management to in designing the organizational structure in coordination with the relevant business units
- Monitoring the Company’s environmental, social, governance related impact areas, challenges, risks and opportunities
- Assisting the Executive Management in corporate sustainability-related decision making processes
- Assuring that the operational-level sustainability policies, guidelines, initiatives, measures and applications are in line with the best practices
- Assisting the Executive Management in designing short, mid and long-run sustainability roadmap as well as setting targets in coordination with all relevant business units
- Defining sustainability performance metrics in coordination with all relevant business units
- Assisting the Executive Management in defining roles & responsibilities on operational level and coordinating all relevant business units towards committed sustainability targets
- Making executive decisions in monitoring and realization of each category within Enerjisa Enerji Sustainability Framework; including, but not limited to, monitoring emission reduction initiatives, energy efficiency initiatives and executing waste and water management
- Creating and fostering awareness and culture of sustainability throughout the whole organization
- Monitoring, measuring and reporting performance and progress on sustainability metrics
- Conducting communication with stakeholders in line with the Sustainability Framework.

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4. AUTHORITIES

For the sake of clarity, the Committee decisions are advisory to the Executive Management.

- The Committee may invite relevant managers and/or employees to the meeting if deemed appropriate
- The Committee may engage or benefit from external consultants if deemed appropriate
- The Committee may establish sub-committees or any thematic working groups for specific tasks and projects

5. COMMITTEE MEMBERSHIP

Members of the Committee have been assigned by the Executive Management as authorized by the Executive Management through the Board of Directors Resolution dated 23 March 2022. The members are as follows:

- Distribution Business Unit GM
- Retail Business Unit GM
- Head of Business Units Finance
- Head of IT & Digital Business Management
- Legal And Compliance Head Counsel
- Head of Sustainability and Corporate Capabilities
- Head of People and Culture
- Investor Relations, M&A and Tax Director
- Business Processes Management And Strategy Director
- Corporate Office Manager

5.1. Chairperson

Chairperson and Vice Chairperson of the Committee have been assigned by the Executive Management. Head of Sustainability and Corporate Capabilities is the chairperson whereas Legal and Compliance Head takes upon the responsibility of Vice Chairperson. In case a vacancy in the chairperson role, Vice Chairperson stands as 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 the Executive Management, Enerjisa Board of Directors, relevant Corporate Committees and the Committee
- Inviting additional managers and employees to the Committee meetings if deemed appropriate
- Taking all the required measures for the efficiency of the meetings.

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5.2. Members

Members have been assigned by the Executive Management. Member's roles and responsibilities are as follows:

- Attending meetings in person. No proxies are allowed. Members are responsible to inform chairperson in case of non-attendance in advance.
- Providing insight and information on the agenda, sustainability trends, topics and developments
- Fulfilling the tasks or leading the projects assigned by the Sustainability Executive Committee
- Ensuring implementation of key sustainability initiatives through sub-committees and/or thematic working groups.
- Putting in reasonable effort personally to create and foster sustainability awareness and culture across the organization.

5.3. Reporter

Sustainability Manager has been assigned as the Committee Reporter. Reporter's roles and responsibilities are as follows:

- Assisting the chairperson in the agenda preparation
- Sharing the minutes with the 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.

6. MEETING and REPORTING PRINCIPLES

The meetings of the Committee are organized at least four times a calendar year. Chairperson may call an ad-hoc meeting ex officio or upon request of one of the members if deemed necessary. The meeting and decision quorum is the absolute majority of total number of members.

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

- Place and time of meeting
- Agenda
- Information on topics to be discussed in meeting
- Decisions taken
- Any communication needed after the meetings.

7. APPROVAL and EFFECTIVE DATE

This Charter entered into force upon approval by the Executive Management, authorized on 23 March 2022.

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