

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 CMB and Turkish Code of Commerce article 378, the Early Risk Detection Committee (“Committee”) has been established upon December 22, 2017 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 which may pose a threat to the Company’s existence, evolvment and strategies and advise the Enerjisa Board accordingly.

3. RESPONSIBILITIES

Committee is responsible for;

- Advising on early detection of risks which threat company’s existence and strategies, giving guidance on mitigation actions
- 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 via reviewing the effectiveness of the risk management process.
- Reviewing the risk management systems and monitoring the alignment between committee decisions and risk management applications at least once in a year
- Assuring that the Business Continuity Management methodologies and applications are appropriate and in place.
- Arranging committee gatherings with relevant managers’ participation when a specific topic requires extra attention
- Subject to a Committee decision, reaching out for an external consultant’s views of which the cost is sponsored by Enerjisa
- 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). Executives cannot be appointed as members to the Committee. Committee members are as follows:

- One member from the Enerjisa Board representing Hacı Ömer Sabancı Holding A.Ş.
- One member from the Enerjisa Board representing DD Turkey Holdings S.À.R.L.

Two independent Enerjisa Board members(including Chairperson)

4.1.Chairperson

Chairperson of the Committee is assigned by the Enerjisa Board of Directors among independent members. In case a vacancy in the chairperson role, Chairperson of the Enerjisa Board recommends 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 where necessary
- 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. 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 other members accordingly
- Sharing views about agenda with the chairperson

4.3.Reporter

Directorate incorporating the Group Risk Management function is assigned as the Committee Reporter. Reporter roles and responsibilities are as follows;

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

5. DUTY PERIOD

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

6. MEETING AND REPORTING PRINCIPLES

The Committee meetings and report circulations to the Committee are organized at least six times per year and there shall be no more than two months gap between two occasions. 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 noted 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

A summary of meeting topics and decisions are submitted to the Enerjisa Board after they are approved by chairperson. Decisions of the Committee are advisory to the Enerjisa Board and the ultimate decision maker is the Enerjisa Board on related topics.