



AKSA ENERJİ ÜRETİM A.Ş.

Rüzgarlıbahçe Mahallesi, Özalp Çıkmazı, No:10, 34805

Kavacık – Beykoz / İstanbul Turkey

Tel : +90 216 681 00 00

Fax : +90 216 681 57 83

Web : www.aksaenerji.com.tr

AKSA ENERJİ ÜRETİM A.Ş.

WORKING PRINCIPLES OF THE EXECUTIVE COMMITTEE

1- PURPOSE AND DEFINITION

The purpose of the Executive Committee is to take operational decisions that will enable the Company to achieve its strategic goals.

2- MEMBERS OF THE COMMITTEE

The Committee consists of at least 2 Board Members. The Chairman and Vice Chairman of the Committee shall be elected from among the members of the Board of Directors.

3-DUTIES, RESPONSIBILITIES AND DECISION-MAKING PRINCIPLES OF THE COMMITTEE

Aksa Enerji Executive Committee,

- Reviews the medium and long-term strategic plan prepared by the Company's Senior Management and submits it to the Board of Directors for approval.
- Reviews the short, medium and long-term business plan proposals and budget proposal prepared by the Company's senior management in accordance with the strategic plan and submits them to the Board of Directors for approval.
- Evaluates the annual report for the previous fiscal year, the proposal submitted by the Senior Management regarding profit distribution and the annual accounts and submits them to the Board of Directors for approval.
- Reviews and decides on the risk management principles proposed by the Senior Management, the annual risk management plan and monitors its implementation. It also evaluates significant OHS-related risks and incidents (within the framework of the information provided by the Senior Management).
- Reviews and decides on the proposals submitted by the Senior Management regarding the general business principles that will ensure the achievement of the Company's strategy and medium and long-term goals.
- Reviews and assesses macroeconomic, technological, technological and political developments and industry trend prepared by the Senior Management in order to evaluate short-term risks and opportunities and takes necessary action.
- Evaluates Senior Management KPIs / KPI change proposals and KPI results proposed by the CEO in line with the Company's main business objectives.
- Reviews and decides on the issues requested by the Senior Management within the framework of authorization/approval matrices regarding the establishment of the structures and provision of resources needed to achieve the Company's main business objectives.
- In case of need, it may work with or receive support from external consultants.
- Forms its opinion by evaluating the decision proposals prepared by the Senior Management on the issues that need to be decided by the Board of Directors according to financial, investment, technical, operational, legal and strategic impact analyses.
- Monitors the execution of the Company's activities in accordance with the decisions of the Board of Directors / Executive Board, strategies, business plans and budget through the Monthly Performance Report and Quarterly Activity Report to be submitted by the Senior Management.
- Ensures the implementation of the decisions taken by the Board of Directors regarding the Company's activities and ensures the necessary coordination with the Senior Management.
- Reviews and decides on the proposals received from the Senior Management on the issues determined within the framework of the authorization/approval matrix regarding the financial management of the Company.

- Reviews and decides on the business development principles proposed by the Senior Management in accordance with the strategy.
- Reviews and decides on the proposals proposed by the Senior Management in the critical decision processes determined for business development projects, investment projects and operation & maintenance projects.
- Evaluates the business plan proposal submitted by the Senior Management regarding investor relations and follows the developments regarding the implementation.
- Monitors the implementation of the decisions taken and analyzes the results.
- The Committee meets at least once a month.
- The Committee keeps records of all the meeting and regularly reports to the Board of Directors.
- Meeting and decision quorum is the absolute majority of the total number of Committee members.

4 - ENFORCEMENT

These working principles shall enter into force upon the approval of the Board of Directors, and their scope and content may be amended by the Board of Directors.

