

AYDEM YENİLENEBİLİR ENERJİ A.Ş.

Declaration of Compliance with Corporate Governance Principles

Aydem Yenilenebilir Enerji Inc. (“the Company”) continues its efforts to internalize and implement the “Corporate Governance Principles” determined by the Capital Markets Board (“CMB”) within the Company. The Investor Relations Unit, which is assigned to internalize and develop Corporate Governance practices and whose activities are overseen by the Company’s Corporate Governance Committee, continues its activities in the areas of public disclosure and transparency, shareholder and stakeholder relations within the framework of the Capital Markets Law (“CMB”), the Turkish Commercial Code (“TCC”), the Company’s Articles of Association and the CMB Corporate Governance Communiqué No. II-17.1 (“Communiqué”).

The Company is in the first group according to the grouping made by the CMB according to the systemic importance of companies in terms of the implementation of Corporate Governance Principles. In this context, the Company complies with all mandatory Corporate Governance Principles.

On the other hand, the Corporate Governance Principles, which are not mandatory but not yet implemented/ partially implemented within the Company, have not led to any conflict of interest so far. In this context, the principles not yet implemented/ partially implemented are listed below:

- Regarding principle numbered 1.4.2, the Company has shares with privileged voting rights;

According to the Company’s Articles of Association;

- Provided that the capital represented by Class A shares continues to represent at least 30% of the issued capital of the Company, half of the members of the Company’s Board of Directors shall be elected among the candidates nominated by the shareholders holding the majority of the capital represented by Class A shares,

- Approval of the annual report, budget and financial statements and release of the members of the Board of Directors,
- To amend the articles of association, except for capital increases to be made according to the registered capital system,
- Changing the Company’s field of activity, entering into new lines of business or abandoning existing lines of business
- Capital increase, liquidation, dissolution, termination, capital decrease, change of type of the Company, except for capital increases to be made according to the registered capital system,
- To apply for bankruptcy, concordat, financial restructuring within the scope of Article 309/m. of the Execution and Bankruptcy Law No. 2004,
- To transfer all or part of the commercial enterprise of the Company,
- In order for Class A shares to be sold on the stock exchange, such sale must be approved by the shareholders holding the majority of the capital represented by Class A shares,
- can only be taken with the approval of the shareholders holding the majority of the capital represented by Class A shares.

- Regarding principle 1.5.2, utmost care is given to the exercise of minority rights. Shareholders constituting one-twentieth of the share capital may request the Board of Directors to call the general assembly for a meeting by stating the reasons and the agenda in writing, or if the general assembly is already convened, they may request the Board of Directors to put the matters they wish to be resolved on the agenda. The request to add an item to the agenda is made pursuant to Article 411 of the Law.
- Regarding principle 3.4.1, the Company holds ISO 9001: Quality Management System, ISO 14001: Environmental Management System, ISO 27001: Information Security Management System, ISO 45001: Occupational Health and Safety Management System and ISO 50001: Energy Management System certificates as an indicator of its sensitivity to quality, environment, community and employee health in all its activities. The Company is committed to maximizing customer and employee satisfaction through its quality, environmental, information security, occupational health and safety management systems policies.
- Regarding principle no. 4.2.8; although the Company has a directors and officers liability insurance, the policy amount is below the rate mentioned in the Communiqué, considering the high capital of the Company.
- Regarding principle no. 4.4.7; due to the significant contribution of the Company's Board Members' work experience and sectoral experience to the Board of Directors, they are not restricted from assuming other duties outside the Company and this situation does not cause any conflict of interest. It is also submitted for the information of the shareholders at the general assembly meeting. The resumes of our Board Members are included in our annual report and on the Company's corporate website.
- Regarding principle no. 4.5.5; Committees are formed in accordance with the relevant regulations, taking into account the knowledge and experience of the members of the Board of Directors, and based on the requirement of the Communiqué that the chairmen of the committees should be elected among the Independent Members of the Board of Directors, the members of the Board of Directors are assigned to more than one committee, taking into account the number of committees to be formed. On the other hand, members serving on more than one committee ensure communication between the committees working on related issues, increase opportunities for cooperation and ensure that the committees act in accordance with their legal authorities and responsibilities.
- Regarding principle 4.5.7; since the Committees do not receive consultancy services from any person/organization, information on the independence of the consultancy service is not included in the annual report.
- Regarding principle no. 4.6.5; it is aimed to establish a balance between the rights and interests that need to be protected in terms of the Personal Data Protection Law and Remuneration Policy and the rights of shareholders and stakeholders to receive information in terms of the transparency requirement in accordance with the Communiqué, taking into account the principle of proportionality in the disclosure of remuneration and fringe benefits provided to the members of the Board of Directors and senior executives. In this context, the remuneration of the members of

the Board of Directors and senior executives is not disclosed on an individual basis and is included in the annual report as a total amount.

According to the Corporate Governance Rating Report prepared by SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri Inc. and disclosed to the public on April 7, 2023, the Company's corporate governance rating score is 9.56 (out of 10) and the main headings are as follows: Shareholders 9.21, Public Disclosure and Transparency 9.88, Stakeholders 9.92 and Board of Directors 9.42. The Company has been included in the Borsa İstanbul Corporate Governance Index (XKURY) since April 21, 2022.

The Company's "Corporate Governance Compliance Report" and "Corporate Governance Information Form" for the year 2023 were published on the Corporate Website of the Public Disclosure Platform (<https://www.kap.org.tr/en/>) on March 3, 2023 in accordance with the CMB's decision dated 10.01.2019 and numbered 2/49. The relevant report and information form and their updates during the period can be accessed by selecting the Company name, notification type and subject (Corporate Governance Information Form/Corporate Governance Compliance Report) from the detailed query field in the notification queries tab. (<https://www.kap.org.tr/en/Bildirim/1119444> - <https://www.kap.org.tr/en/Bildirim/1119443>)

In addition, in order to increase the Company's compliance with corporate governance principles in 2024, an action plan has been prepared for the non-mandatory and non-implemented items and all necessary work is underway for all practices that can be put into effect in this regard.

As Aydem Renewables, we are pleased to announce the launch of our newly designed Investor Relations website. With this advanced userfriendly platform, we aim to prioritize open and timely communication with our stakeholders by providing comprehensive and up-to-date information about the Company in terms of corporate governance, facilitating access for investors and other interested parties.

You can access our Investor Relations website at <https://yatirimciiliskileri.aydemyenilenebilir.com.tr/en>

We are committed to transparency and open communication with our stakeholders. This new website aims to continue our ongoing commitment to providing a valuable resource for the investment community.