

ANNEX-2 CORPORATE GOVERNANCE COMMITTEE WORKING PRINCIPLES

Article 1: Scope and Legal Basis

These working principles (the "**Working Principles**") set forth the scope of duties and the Working Principles of the Corporate Governance Committee of the Board of Directors ("**Committee**") of Aydem Yenilenebilir Enerji A.Ş. (the "**Company**").

The Committee has been established upon the resolution of the Company's Board of Directors (the "**Board of Directors**") in accordance with the provisions of the Capital Markets Law No. 6362, the Turkish Commercial Code No. 6102 (the "**TCC**"), the regulations of the Capital Markets Board of the Republic of Turkey (the "**CMB**"), including the "Corporate Governance Communiqué" No. II-17.1 (the "**Communiqué**") and the corporate governance principles attached thereto, and the provisions of the Company's Articles of Association (the "**Articles of Association**").

Article 2: Purpose

The Committee shall assist the Board of Directors in relation to the compliance with the corporate governance principles, including the regulation of the investigations and conflicts of interest which may occur in case of violation of the corporate governance principles. The Committee shall also monitor the investor relations unit and fulfil the duties of the Nomination Committee and the Remuneration Committee.

Within this scope, the Committee is in charge of the following:

- i. Preparing recommendations regarding the appointment of the Board members;
- ii. Ensuring the efficiency and independence of the Board members within the scope of the corporate governance principles;
- iii. Ensuring that the corporate governance principles are adopted and implemented by the Board of Directors;
- iv. Annual evaluation of the compliance with the corporate governance principles and reporting the results thereof to the Board of Directors;
- v. Making recommendations regarding the functionality of the Board of Directors and its committees;
- vi. Monitoring the investor relations unit;
- vii. Determining the rules and principles applicable to the evaluation of the Board members and members of the senior management in respect of their fees and performance related payments;
- viii. Making recommendations to the Board of Directors regarding the fees and performance related payments of the Board members and members of the senior management.

Article 3: Organization and Membership

The Committee shall consist of at least three members who are either Board members or individuals who are not Board members but experts in their fields, and the chairperson of the Committee shall be elected from among the independent members of the Board of Directors. The majority of the Committee members are elected from the non-executive Board members. Manager of the investor relations unit is a natural member of the Committee.

Members of the Committee are appointed annually by the Board of Directors. Term of office shall not exceed three years and the Committee members whose term of office expired may be re-appointed.

To the extent possible, members of the Committee are appointed from among persons who do not have executive duties. Members of the Committee may be persons who are specialized in fields such as accounting, finance, audit, law, management etc.

The Board of Directors shall provide the Committee with all kinds of resources and support it needs in order to perform its duties and obligations. The Committee may invite any executive and advisor it deems appropriate to the Committee meetings and inquire about their opinions. If it deems necessary, the Committee may resort to the opinions of individuals specialized in their fields.

Article 4: Meetings

The Committee shall convene at the Company's headquarters or at another location where the members of the Committee are present, with the frequency deemed necessary for the efficiency of its operations, but in any event at

least four times per year. Committee meetings shall be timed to coincide with the Board meetings to the extent possible,

The Committee convenes with the participation of the simple majority of its members and passes decisions with the majority of the members present at the meeting

The Committee shall put all its work in writing, keep records thereof and report to the Board of Directors regarding the results of the work conducted and the meetings held by the Committee. The findings and recommendations of the Committee within the scope of its duties and responsibilities shall be immediately reported to the Board of Directors in writing. The records of the Committee meetings shall be approved by the Committee members and kept together with the decisions of the Committee. The records are shared with the Committee members before the next meeting and officially approved during the next meeting.

The Company's investor relations unit manager or a member appointed by the committee takes the responsibility as a Rapporteur under the Chair of the Committee. The Rapporteur ensures the participation of the people whose chairperson wants to attend the meeting and is responsible for facilitating the meetings through, preparation of the agenda, informing the participants of the meetings, keeping meeting minutes and sharing the relevant documentation.

The Secretariat of the Board of Directors is responsible for the administrative organization of the meetings and the distribution of meeting minutes to the members of the Board of Directors and keeping the records.

Article 5: Duties and Responsibilities

The Committee shall:

- i. Ensure that the corporate governance principles are adopted and implemented within the Company;
- ii. Determine whether or not the corporate governance principles are implemented, identify the conflicts of interest that could arise in case the corporate governance principles are not adhered to and makes recommendations to the Board of Directors for improvement;
- iii. Examine complaints communicated to the Company in relation to the shareholders and ensures that they are resolved. In case the complaint is an issue concerning the audit or risk management, it shall provide communication with the relevant committees;
- iv. Conducts other studies regarding corporate governance principles as and when required by the Board of Directors;
- v. Makes recommendations to ensure that the Company's "public disclosures policy", especially including the applicable laws and regulations shall be adhered to with respect to the public disclosures and the analysis presentations to be publicly announced;
- vi. Informs the Board of Directors in respect of matters that fall within the scope of its duties and responsibilities;
- vii. Provides coordination and oversight in carrying out corporate governance evaluation and rating activities;
- viii. Informs the Board of Directors on matters under its authority and responsibility;
- ix. Puts the work conducted by the Committee in writing and keeps records thereof; and
- x. Prepares reports out of its studies and recommendations and submits them to the Board of Directors.

Article 6: Investor Relations

The investor relations unit monitors the relations between the shareholders and the Company and works to ensure that the shareholders are fully able to exercise their right to receive information.

The investor relations unit shall:

- i. Be supplied with the support of staff as may be needed;
- ii. Ensure that the information requests of the shareholders are fulfilled in accordance with the applicable legislation, the Articles of Association, the corporate governance principles and the public disclosure policy;
- iii. Organize periodical investor information meetings within Turkey and abroad within the scope of the applicable legislation, the Articles of Association, corporate governance principles and the public disclosure policy or attends to such meetings.

- iv. Conducts activities for ensuring an active communication with local and international investors via the Company's web site required under the applicable legislation;
- v. Monitors that the public disclosures are made in accordance with the applicable legislation;
- vi. Assists in the keeping of the records regarding the shareholders in a proper, safe and up to date manner;
- vii. Makes recommendations for ensuring that the activity reports are prepared in accordance with the applicable legislation and the corporate governance principles;
- viii. Monitors and assists to ensure that the general assembly meetings are duly held;
- ix. Prepares the documents to be submitted to the shareholders during the general assembly meetings; and
- x. Assists the chairperson of the general assembly meetings to ensure that the meetings of the records are duly kept and conducts the related activities.

Article 7: Nomination

The Committee conducts studies aimed at establishing a transparent system for the identification of proper candidates to the Board, the evaluation, training and awarding of such persons, and the determination of policies and strategies in connection with the foregoing. The Committee also makes recommendations regarding the number of the Board members and the executives.

Article 8: Remunerations

The Committee forms opinions regarding the attitude, principles and practices in relation to the performance evaluation career planning and awarding of the Board members and the senior management, monitors the decisions made and follows up their implementation. The Committee ensures that the remuneration policy regarding the Board members and the senior management are in line with the Company's management principles and practices, makes efforts to keep the balance between the remuneration policy and the Company's benefits and reports the results of the foregoing to the Board of Directors.

Article 9: Amendments

Amendments to the Working Principles of the Corporate Governance Committee are subject to the approval of the Board of Directors.