

ANNEX 5- SUSTAINABILITY, ENVIRONMENT, HEALTH AND SAFETY 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 Health, Safety and Environment Committee of the Board of Directors (the "**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 Company's Articles of Association (the "**Articles of Association**").

Article 2: Purpose

The purpose of the committee is with developing a culture of sustainability, life, occupational health and safety covering the Company's employees and all operating facilities to ensure that proactive safety behavior is adopted and developed, including environmental regulations and activities. In addition, to inform the Board of Directors about preventive/remedial measures to ensure the implementation of sustainability principles, areas that may create opportunities and results of operations. The Working Principles covers all social, environmental, occupational health and safety issues to be assessed by the Committee.

The Committee shall be responsible for assessing the objectives of sustainability, OHS, environmental and social issues and evaluating key performance indicators ("**KPIs**").

Article 3: Definitions

"**ESG**" shall mean environmental, social, governance.

"**OHS**" shall mean occupational healthy and safety.

"**KPI**" shall mean the key performance indicators of sustainability, social, environmental and OHS.

"**LTI**" shall mean lost time incident.

Article 4: Organization and Membership

The Committee shall consist of the one member of the board of directors or General Manager, Operations Director, Project and Maintenance and Director, Occupational Health and Safety, Environment and Integrated Management Systems Manager. In the event that the agenda of the committee meeting includes articles on stakeholder engagement and social impact issues, the Human Resources Director and Corporate Communications Manager shall also participate. The member of the Board of Directors shall preside the Committee.

Members of the Committee are appointed 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.

* 06.07.2020 Tarih ve 2020/27 sayılı YK Kararı ile Kabul edilmiştir.

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 5: Meetings

The Committee shall convene once in three months. If the frequency deemed necessary for the efficiency of its operations, the Committee shall convene at the Company's headquarters or at another location where the members of the Committee are present. 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.

The Company's occupational health safety, environment and integrated management system 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 6: Duties and Responsibilities

The Committee monitors, reviews and revises issues including sustainability, OHS, environmental and social but not limited to, prepares the relevant action plans and reports the relevant issues and processes to the Board of Directors if necessary:

- i. OHS performance and objectives with taking into account the feedbacks from the HSE Committee and the Life Safety Sub-Committee and field staff;
- ii. Actions to ensure continuous improvement and development in environmental activities;
- iii. Evaluation of the feedbacks on environmental and social performance, energy consumption, waste management, environmental and social risks;
- iv. Evaluation of the KPI applications and related issues;
- v. Evaluation of the actions to promote OHS culture, planned management walks and OHS risk assessment results;

- vi. Monitoring and reporting of the training activities related to OHS, environmental and social issues;
- vii. Prevention of work accidents and occupational diseases, following the activities to create healthy and safe working environments, setting targets for performance measurement and reporting the data and information provided by the relevant units to the chairman of the committee who is a member of the Board of Directors;
- viii. Determination, measurement, monitoring, recording, assessment and reporting of the environmental and social risks of the Company's operations and their impacts;
- ix. Increased organizational resilience through continuous improvement of OHS performance with proactive risk prevention, monthly planned safety controls, monthly management OHS walks, regulatory preventive actions, near misses, unsafe act, unsafe condition and LTI;
- x. Sustainability report and ESG ratings.

Article 8: Amendment

Amendments to the Working Principles of the Health, Safety and Environment Committee are subject to the approval of the Board of Directors.